
BILL REQUEST - CODE REVISER'S OFFICE

BILL REQ. #: Z-0737.1/08

ATTY/TYPIST: BLP:ean

BRIEF DESCRIPTION: Enacting the model registered agents act.

1 AN ACT Relating to registered agents; amending RCW 23B.01.220,
2 23B.01.410, 23B.01.500, 23B.01.510, 23B.02.020, 23B.07.030, 23B.07.200,
3 23B.08.090, 23B.10.020, 23B.11.070, 23B.13.300, 23B.14.030, 23B.14.065,
4 23B.14.200, 23B.14.310, 23B.15.030, 23B.15.040, 23B.15.100, 23B.15.300,
5 23B.16.040, 23B.16.220, 23B.18.020, 24.03.025, 24.03.075, 24.03.1031,
6 24.03.135, 24.03.207, 24.03.255, 24.03.260, 24.03.265, 24.03.302,
7 24.03.325, 24.03.350, 24.03.365, 24.03.380, 24.03.385, 24.03.386,
8 24.03.395, 24.03.400, 24.03.405, 24.03.915, 25.05.500, 25.10.005,
9 25.10.040, 25.10.080, 25.10.453, 25.10.490, 25.10.553, 25.10.950,
10 25.15.070, 25.15.105, 25.15.280, 25.15.315, 25.15.325, 25.15.365,
11 25.15.366, and 25.15.475; adding a new chapter to Title 4 RCW; creating
12 a new section; and repealing RCW 23B.05.010, 23B.05.020, 23B.05.030,
13 23B.05.040, 23B.15.070, 23B.15.080, 23B.15.090, 24.03.050, 24.03.055,
14 24.03.060, 24.03.340, 24.03.345, 25.15.020, 25.15.025, 25.15.355, and
15 25.15.360.

16 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

17 **PART I**
18 **MODEL REGISTERED AGENTS ACT**

1 NEW SECTION. **Sec. 1.** SHORT TITLE. This act may be known and
2 cited as the model registered agents act.

3 NEW SECTION. **Sec. 2.** DEFINITIONS. The definitions in this
4 section apply throughout this chapter unless the context clearly
5 requires otherwise.

6 (1) "Appointment of agent" means a statement appointing an agent
7 for service of process filed by a domestic entity that is not a filing
8 entity or a nonqualified foreign entity under section 12 of this act.

9 (2) "Commercial registered agent" means an individual or a domestic
10 or foreign entity listed under section 6 of this act.

11 (3) "Domestic entity" means an entity whose internal affairs are
12 governed by the law of this state.

13 (4) "Entity" means a person that has a separate legal existence or
14 has the power to acquire an interest in real property in its own name
15 other than:

16 (a) An individual;

17 (b) A testamentary, inter vivos, or charitable trust, with the
18 exception of a business trust, statutory trust, or similar trust;

19 (c) An association or relationship that is not a partnership by
20 reason of RCW 25.05.055(3) or a similar provision of the law of any
21 other jurisdiction;

22 (d) A decedent's estate; or

23 (e) A public corporation, government or governmental subdivision,
24 agency, or instrumentality, or quasi-governmental instrumentality.

25 (5) "Filing entity" means an entity that is created by the filing
26 of a public organic document.

27 (6) "Foreign entity" means an entity other than a domestic entity.

28 (7) "Foreign qualification document" means an application for a
29 certificate of authority or other foreign qualification filing with the
30 secretary of state by a foreign entity.

31 (8) "Governance interest" means the right under the organic law or
32 organic rules of an entity, other than as a governor, agent, assignee,
33 or proxy, to:

34 (a) Receive or demand access to information concerning, or the
35 books and records of, the entity;

36 (b) Vote for the election of the governors of the entity; or

1 (c) Receive notice of or vote on any or all issues involving the
2 internal affairs of the entity.

3 (9) "Governor" means a person by or under whose authority the
4 powers of an entity are exercised and under whose direction the
5 business and affairs of the entity are managed pursuant to the organic
6 law and organic rules of the entity.

7 (10) "Interest" means:

8 (a) A governance interest in an unincorporated entity;

9 (b) A transferable interest in an unincorporated entity; or

10 (c) A share or membership in a corporation.

11 (11) "Interest holder" means a direct holder of an interest.

12 (12) "Jurisdiction of organization," with respect to an entity,
13 means the jurisdiction whose law includes the organic law of the
14 entity.

15 (13) "Noncommercial registered agent" means a person that is not
16 listed as a commercial registered agent under section 6 of this act and
17 that is:

18 (a) An individual or a domestic or foreign entity that serves in
19 this state as the agent for service of process of an entity; or

20 (b) The individual who holds the office or other position in an
21 entity that is designated as the agent for service of process pursuant
22 to section 5(1)(b)(ii) of this act.

23 (14) "Nonqualified foreign entity" means a foreign entity that is
24 not authorized to transact business in this state pursuant to a filing
25 with the secretary of state.

26 (15) "Nonresident LLP statement" means:

27 (a) A statement of qualification of a domestic limited liability
28 partnership that does not have an office in this state; or

29 (b) A statement of foreign qualification of a foreign limited
30 liability partnership that does not have an office in this state.

31 (16) "Organic law" means the statutes, if any, other than this
32 chapter, governing the internal affairs of an entity.

33 (17) "Organic rules" means the public organic document and private
34 organic rules of an entity.

35 (18) "Person" means an individual, corporation, estate, trust,
36 partnership, limited liability company, business or similar trust,
37 association, joint venture, public corporation, government or

1 governmental subdivision, agency, or instrumentality, or any other
2 legal or commercial entity.

3 (19) "Private organic rules" mean the rules, whether or not in a
4 record, that govern the internal affairs of an entity, are binding on
5 all of its interest holders, and are not part of its public organic
6 document, if any.

7 (20) "Public organic document" means the public record the filing
8 of which creates an entity, and any amendment to or restatement of that
9 record.

10 (21) "Qualified foreign entity" means a foreign entity that is
11 authorized to transact business in this state pursuant to a filing with
12 the secretary of state.

13 (22) "Record" means information that is inscribed on a tangible
14 medium or that is stored in an electronic or other medium and is
15 retrievable in perceivable form.

16 (23) "Registered agent" means a commercial registered agent or a
17 noncommercial registered agent.

18 (24) "Registered agent filing" means:

19 (a) The public organic document of a domestic filing entity;

20 (b) A nonresident LLP statement;

21 (c) A foreign qualification document; or

22 (d) An appointment of agent.

23 (25) "Represented entity" means:

24 (a) A domestic filing entity;

25 (b) A domestic or qualified foreign limited liability partnership
26 that does not have an office in this state;

27 (c) A qualified foreign entity;

28 (d) A domestic or foreign unincorporated nonprofit association for
29 which an appointment of agent has been filed;

30 (e) A domestic entity that is not a filing entity for which an
31 appointment of agent has been filed; or

32 (f) A nonqualified foreign entity for which an appointment of agent
33 has been filed.

34 (26) "Sign" means, with present intent to authenticate or adopt a
35 record:

36 (a) To execute or adopt a tangible symbol; or

37 (b) To attach to or logically associate with the record an
38 electronic sound, symbol, or process.

(27) "Transferable interest" means the right under an entity's organic law to receive distributions from the entity.

(28) "Type," with respect to an entity, means a generic form of entity:

(a) Recognized at common law; or

(b) Organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity.

NEW SECTION. **Sec. 3. FEES.** The secretary of state shall by rule set fees for filings and the services provided under this chapter.

NEW SECTION. **Sec. 4. ADDRESSES IN FILINGS.** Whenever a provision of this chapter other than section 11(1)(d) of this act requires that a filing state an address, the filing must state:

(1) An actual street address or rural route box number in this state; and

(2) A mailing address in this state, if different from the address under subsection (1) of this section.

NEW SECTION. **Sec. 5. APPOINTMENT OF REGISTERED AGENT.** (1) A registered agent filing must state:

(a) The name of the represented entity's commercial registered agent; or

(b) If the entity does not have a commercial registered agent:

(i) The name and address of the entity's noncommercial registered agent; or

(ii) The title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office of that person.

(2) The appointment of a registered agent pursuant to subsection (1)(a) or (b)(i) of this section is an affirmation by the represented entity that the agent has consented to serve as such.

(3) The secretary of state shall make available in a record as soon as practicable a daily list of filings that contain the name of a registered agent. The list must:

(a) Be available for at least fourteen calendar days;

(b) List in alphabetical order the names of the registered agents;
and
(c) State the type of filing and name of the represented entity making the filing.

NEW SECTION. **Sec. 6.** LISTING OF COMMERCIAL REGISTERED AGENT. (1)
An individual or a domestic or foreign entity may become listed as a commercial registered agent by filing with the secretary of state a commercial registered agent listing statement signed by or on behalf of the person that states:

(a) The name of the individual or the name, type, and jurisdiction of organization of the entity;

(b) That the person is in the business of serving as a commercial registered agent in this state; and

(c) The address of a place of business of the person in this state to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered.

(2) A commercial registered agent listing statement may include the information regarding acceptance of service of process in a record by the commercial registered agent provided for in section 13(4) of this act.

(3) If the name of a person filing a commercial registered agent listing statement is not distinguishable on the records of the secretary of state from the name of another commercial registered agent listed under this section, the person must adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in this state as a commercial registered agent.

(4) A commercial registered agent listing statement takes effect on filing.

(5) The secretary of state shall note the filing of the commercial registered agent listing statement in the index of filings maintained by the secretary of state for each entity represented by the registered agent at the time of the filing. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities.

NEW SECTION. **Sec. 7.** TERMINATION OF LISTING OF COMMERCIAL REGISTERED AGENT. (1) A commercial registered agent may terminate its

1 listing as a commercial registered agent by filing with the secretary
2 of state a commercial registered agent termination statement signed by
3 or on behalf of the agent that states:

4 (a) The name of the agent as currently listed under section 6 of
5 this act; and

6 (b) That the agent is no longer in the business of serving as a
7 commercial registered agent in this state.

8 (2) A commercial registered agent termination statement takes
9 effect thirty-one days after the day on which it is filed.

10 (3) The commercial registered agent shall promptly furnish each
11 entity represented by it with notice in a record of the filing of the
12 commercial registered agent termination statement.

13 (4) When a commercial registered agent termination statement takes
14 effect, the registered agent ceases to be an agent for service of
15 process on each entity formerly represented by it. Until an entity
16 formerly represented by a terminated commercial registered agent
17 appoints a new registered agent, service of process may be made on the
18 entity as provided in section 13 of this act. Termination of the
19 listing of a commercial registered agent under this section does not
20 affect any contractual rights a represented entity may have against the
21 agent or that the agent may have against the entity.

22 NEW SECTION. **Sec. 8.** CHANGE OF REGISTERED AGENT BY ENTITY. (1)

23 A represented entity may change the information currently on file under
24 section 5(1) of this act by filing with the secretary of state a
25 statement of change signed on behalf of the entity that states:

26 (a) The name of the entity; and

27 (b) The information that is to be in effect as a result of the
28 filing of the statement of change.

29 (2) The interest holders or governors of a domestic entity need not
30 approve the filing of:

31 (a) A statement of change under this section; or

32 (b) A similar filing changing the registered agent or registered
33 office of the entity in any other jurisdiction.

34 (3) The appointment of a registered agent pursuant to subsection
35 (1) of this section is an affirmation by the represented entity that
36 the agent has consented to serve as such.

(4) A statement of change filed under this section takes effect on filing.

(5) As an alternative to using the procedures in this section, a represented entity may change the information currently on file under section 5(1) of this act by amending its most recent registered agent filing in the manner provided by the laws of this state other than this chapter for amending that filing.

NEW SECTION. **Sec. 9.** CHANGE OF NAME OR ADDRESS BY NONCOMMERCIAL REGISTERED AGENT. (1) If a noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to section 5(1) of this act, the agent shall file with the secretary of state, with respect to each entity represented by the agent, a statement of change signed by or on behalf of the agent that states:

(a) The name of the entity;

(b) The name and address of the agent as currently in effect with respect to the entity;

(c) If the name of the agent has changed, its new name; and

(d) If the address of the agent has changed, the new address.

(2) A statement of change filed under this section takes effect on filing.

(3) A noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing.

NEW SECTION. **Sec. 10.** CHANGE OF NAME, ADDRESS, OR TYPE OF ORGANIZATION BY COMMERCIAL REGISTERED AGENT. (1) If a commercial registered agent changes its name, its address as currently listed under section 6(1) of this act, or its type or jurisdiction of organization, the agent shall file with the secretary of state a statement of change signed by or on behalf of the agent that states:

(a) The name of the agent as currently listed under section 6(1) of this act;

(b) If the name of the agent has changed, its new name;

(c) If the address of the agent has changed, the new address; and

(d) If the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.

1 (2) The filing of a statement of change under subsection (1) of
2 this section is effective to change the information regarding the
3 commercial registered agent with respect to each entity represented by
4 the agent.

5 (3) A statement of change filed under this section takes effect on
6 filing.

7 (4) A commercial registered agent shall promptly furnish each
8 entity represented by it with notice in a record of the filing of a
9 statement of change relating to the name or address of the agent and
10 the changes made by the filing.

11 (5) If a commercial registered agent changes its address without
12 filing a statement of change as required by this section, the secretary
13 of state may cancel the listing of the agent under section 6 of this
14 act. A cancellation under this subsection has the same effect as a
15 termination under section 7 of this act. Promptly after canceling the
16 listing of an agent, the secretary of state shall serve notice in a
17 record in the manner provided in section 13(2) or (3) of this act on:

18 (a) Each entity represented by the agent, stating that the agent
19 has ceased to be an agent for service of process on the entity and
20 that, until the entity appoints a new registered agent, service of
21 process may be made on the entity as provided in section 13 of this
22 act; and

23 (b) The agent, stating that the listing of the agent has been
24 canceled under this section.

25 NEW SECTION. **Sec. 11.** RESIGNATION OF REGISTERED AGENT. (1) A
26 registered agent may resign at any time with respect to a represented
27 entity by filing with the secretary of state a statement of resignation
28 signed by or on behalf of the agent that states:

29 (a) The name of the entity;

30 (b) The name of the agent;

31 (c) That the agent resigns from serving as agent for service of
32 process for the entity; and

33 (d) The name and address of the person to which the agent will send
34 the notice required by subsection (3) of this section.

35 (2) A statement of resignation takes effect on the earlier of
36 thirty-one days after the day on which it is filed or the appointment
37 of a new registered agent for the represented entity.

1 (3) The registered agent shall promptly furnish the represented
2 entity notice in a record of the date on which a statement of
3 resignation was filed.

4 (4) When a statement of resignation takes effect, the registered
5 agent ceases to have responsibility for any matter tendered to it as
6 agent for the represented entity. A resignation under this section
7 does not affect any contractual rights the entity has against the agent
8 or that the agent has against the entity.

9 (5) A registered agent may resign with respect to a represented
10 entity whether or not the entity is in good standing.

11 NEW SECTION. Sec. 12. APPOINTMENT OF AGENT BY NONFILING OR
12 NONQUALIFIED FOREIGN ENTITY. (1) A domestic entity that is not a
13 filing entity or a nonqualified foreign entity may file with the
14 secretary of state a statement appointing an agent for service of
15 process signed on behalf of the entity that states:

16 (a) The name, type, and jurisdiction of organization of the entity;
17 and

18 (b) The information required by section 5(1) of this act.

19 (2) A statement appointing an agent for service of process takes
20 effect on filing.

21 (3) The appointment of a registered agent under this section does
22 not qualify a nonqualified foreign entity to do business in this state
23 and is not sufficient alone to create personal jurisdiction over the
24 nonqualified foreign entity in this state.

25 (4) A statement appointing an agent for service of process may not
26 be rejected for filing because the name of the entity filing the
27 statement is not distinguishable on the records of the secretary of
28 state from the name of another entity appearing in those records. The
29 filing of a statement appointing an agent for service of process does
30 not make the name of the entity filing the statement unavailable for
31 use by another entity.

32 (5) An entity that has filed a statement appointing an agent for
33 service of process may cancel the statement by filing a statement of
34 cancellation, that shall take effect upon filing, and must state the
35 name of the entity and that the entity is canceling its appointment of
36 an agent for service of process in this state. A statement appointing

1 an agent for service of process that has not been canceled earlier is
2 effective for a period of five years after the date of filing.

3 (6) A statement appointing an agent for service of process for a
4 nonqualified foreign entity terminates automatically on the date the
5 entity becomes a qualified foreign entity.

6 NEW SECTION. **Sec. 13.** SERVICE OF PROCESS ON ENTITIES. (1) A
7 registered agent is an agent of the represented entity authorized to
8 receive service of any process, notice, or demand required or permitted
9 by law to be served on the entity.

10 (2) If an entity that previously filed a registered agent filing
11 with the secretary of state no longer has a registered agent, or if its
12 registered agent cannot with reasonable diligence be served, the entity
13 may be served by registered or certified mail, return receipt
14 requested, addressed to the governors of the entity by name at its
15 principal office in accordance with any applicable judicial rules and
16 procedures. The names of the governors and the address of the
17 principal office may be as shown in the most recent annual report filed
18 with the secretary of state. Service is perfected under this
19 subsection at the earliest of:

20 (a) The date the entity receives the mail;

21 (b) The date shown on the return receipt, if signed on behalf of
22 the entity; or

23 (c) Five days after its deposit with the United States postal
24 service, if correctly addressed and with sufficient postage.

25 (3) If process, notice, or demand cannot be served on an entity
26 pursuant to subsection (1) or (2) of this section, service of process
27 may be made by handing a copy to the manager, clerk, or other person in
28 charge of any regular place of business or activity of the entity if
29 the person served is not a plaintiff in the action.

30 (4) Service of process, notice, or demand on a registered agent
31 must be in the form of a written document, except that service may be
32 made on a commercial registered agent in such other forms of a record,
33 and subject to such requirements as the agent has stated from time to
34 time in its listing under section 6 of this act that it will accept.

35 (5) Service of process, notice, or demand may be perfected by any
36 other means prescribed by law other than this chapter.

1 NEW SECTION. **Sec. 14.** DUTIES OF REGISTERED AGENT. The only
2 duties under this chapter of a registered agent that has complied with
3 this chapter are:

4 (1) To forward to the represented entity at the address most
5 recently supplied to the agent by the entity any process, notice, or
6 demand that is served on the agent;

7 (2) To provide the notices required by this chapter to the entity
8 at the address most recently supplied to the agent by the entity;

9 (3) If the agent is a noncommercial registered agent, to keep
10 current the information required by section 5(1) of this act in the
11 most recent registered agent filing for the entity; and

12 (4) If the agent is a commercial registered agent, to keep current
13 the information listed for it under section 6(1) of this act.

14 NEW SECTION. **Sec. 15.** JURISDICTION AND VENUE. The appointment or
15 maintenance in this state of a registered agent does not by itself
16 create the basis for personal jurisdiction over the represented entity
17 in this state. The address of the agent does not determine venue in an
18 action or proceeding involving the entity.

19 NEW SECTION. **Sec. 16.** CONSISTENCY OF APPLICATION. In applying
20 and construing this chapter, consideration must be given to the need to
21 promote consistency of the law with respect to its subject matter among
22 states that enact it.

23 NEW SECTION. **Sec. 17.** RELATION TO ELECTRONIC SIGNATURES IN GLOBAL
24 AND NATIONAL COMMERCE ACT. This chapter modifies, limits, and
25 supersedes the federal electronic signatures in global and national
26 commerce act, 15 U.S.C. Sec. 7001, et seq., but does not modify, limit,
27 or supersede section 101(c) of that act, 15 U.S.C. Sec. 7001(c), or
28 authorize delivery of any of the notices described in section 103(b) of
29 that act, 15 U.S.C. Sec. 7003(b).

30 NEW SECTION. **Sec. 18.** SAVINGS CLAUSE. This chapter does not
31 affect an action or proceeding commenced or right accrued before the
32 effective date of this act.

PART 2

CONFORMING AMENDMENTS AND REPEALERS

Sec. 19. RCW 23B.01.220 and 2002 c 297 s 3 are each amended to read as follows:

(1) The secretary of state shall collect in accordance with the provisions of this title:

(a) Fees for filing records and issuing certificates;

(b) Miscellaneous charges;

(c) License fees as provided in RCW 23B.01.500 through 23B.01.550;

(d) Penalty fees; and

(e) Other fees as the secretary of state may establish by rule adopted under chapter 34.05 RCW.

(2) The secretary of state shall collect the following fees when the records described in this subsection are delivered for filing:

One hundred seventy-five dollars, pursuant to RCW 23B.01.520 and 23B.01.540, for:

(a) Articles of incorporation; and

(b) Application for certificate of authority.

(3) The secretary of state shall establish by rule, fees for the following:

(a) Application for reinstatement;

(b) Articles of correction;

(c) Amendment of articles of incorporation;

(d) Restatement of articles of incorporation, with or without amendment;

(e) Articles of merger or share exchange;

(f) Articles of revocation of dissolution;

(g) Application for amended certificate of authority;

(h) Application for reservation, registration, or assignment of reserved name;

~~(i) ((Corporation's statement of change of registered agent or registered office, or both, except where this information is provided in conjunction with and on an initial report or an annual report form filed under RCW 23B.01.530, 23B.01.550, 23B.02.050, or 23B.16.220;~~

~~(j) Agent's resignation, or statement of change of registered office, or both, for each affected corporation;~~

~~(k)))~~ Initial report; and

1 (~~(1)~~) (j) Any record not listed in this subsection that is
2 required or permitted to be filed under this title.

3 (4) Fees shall be adjusted by rule only in an amount that does not
4 exceed the average biennial increase in the cost of providing service.
5 This shall be determined in a biennial cost study performed by the
6 secretary of state.

7 (5) The secretary of state shall not collect fees for:

8 (a) Agent's consent to act as agent;

9 (b) Agent's resignation, if appointed without consent;

10 (c) Articles of dissolution;

11 (d) Certificate of judicial dissolution;

12 (e) Application for certificate of withdrawal; and

13 (f) Annual report when filed concurrently with the payment of
14 annual license fees.

15 (6) The secretary of state shall collect a fee in an amount
16 established by the secretary of state by rule per defendant served,
17 upon being served process under this title. The party to a proceeding
18 causing service of process is entitled to recover this fee as costs if
19 such party prevails in the proceeding.

20 (7) The secretary of state shall establish by rule and collect a
21 fee from every person or organization:

22 (a) For furnishing a certified copy of any record, instrument, or
23 paper relating to a corporation;

24 (b) For furnishing a certificate, under seal, attesting to the
25 existence of a corporation, or any other certificate; and

26 (c) For furnishing copies of any record, instrument, or paper
27 relating to a corporation, other than of an initial report or an annual
28 report.

29 (8) For annual license fees for domestic and foreign corporations,
30 see RCW 23B.01.500, 23B.01.510, 23B.01.530, and 23B.01.550. For
31 penalties for nonpayment of annual license fees and failure to complete
32 annual report, see RCW 23B.01.570.

33 **Sec. 20.** RCW 23B.01.410 and 2002 c 297 s 10 are each amended to
34 read as follows:

35 (1) Notice under this title must be provided in the form of a
36 record, except that oral notice of any meeting of the board of

1 directors may be given if expressly authorized by the articles of
2 incorporation or bylaws.

3 (2) Permissible means of transmission.

4 (a) Oral notice. Oral notice may be communicated in person, by
5 telephone, wire, or wireless equipment which does not transmit a
6 facsimile of the notice, or by any electronic means which does not
7 create a record. If these forms of oral notice are impracticable, oral
8 notice may be communicated by radio, television, or other form of
9 public broadcast communication.

10 (b) Notice provided in a tangible medium. Notice may be provided
11 in a tangible medium and be transmitted by mail, private carrier, or
12 personal delivery; telegraph or teletype; or telephone, wire, or
13 wireless equipment which transmits a facsimile of the notice. If these
14 forms of notice in a tangible medium are impracticable, notice in a
15 tangible medium may be transmitted by an advertisement in a newspaper
16 of general circulation in the area where published.

17 (c) Notice provided in an electronic transmission.

18 (i) Notice may be provided in an electronic transmission and be
19 electronically transmitted.

20 (ii) Notice to shareholders or directors in an electronic
21 transmission is effective only with respect to shareholders and
22 directors that have consented, in the form of a record, to receive
23 electronically transmitted notices under this title and designated in
24 the consent the address, location, or system to which these notices may
25 be electronically transmitted and with respect to a notice that
26 otherwise complies with any other requirements of this title and
27 applicable federal law.

28 (A) Notice to shareholders or directors for this purpose includes
29 material that this title requires or permits to accompany the notice.

30 (B) A shareholder or director who has consented to receipt of
31 electronically transmitted notices may revoke this consent by
32 delivering a revocation to the corporation in the form of a record.

33 (C) The consent of any shareholder or director is revoked if (I)
34 the corporation is unable to electronically transmit two consecutive
35 notices given by the corporation in accordance with the consent, and
36 (II) this inability becomes known to the secretary of the corporation,
37 the transfer agent, or any other person responsible for giving the

1 notice. The inadvertent failure by the corporation to treat this
2 inability as a revocation does not invalidate any meeting or other
3 action.

4 (iii) Notice to shareholders or directors who have consented to
5 receipt of electronically transmitted notices may be provided by (A)
6 posting the notice on an electronic network and (B) delivering to the
7 shareholder or director a separate record of the posting, together with
8 comprehensible instructions regarding how to obtain access to the
9 posting on the electronic network.

10 (iv) Notice to a domestic or foreign corporation, authorized to
11 transact business in this state, in an electronic transmission is
12 effective only with respect to a corporation that has designated in a
13 record an address, location, or system to which the notices may be
14 electronically transmitted.

15 (3) Effective time and date of notice.

16 (a) Oral notice. Oral notice is effective when received.

17 (b) Notice provided in a tangible medium.

18 (i) Notice in a tangible medium, if in a comprehensible form, is
19 effective at the earliest of the following:

20 (A) If expressly authorized by the articles of incorporation or
21 bylaws, and if notice is sent to the person's address, telephone
22 number, or other number appearing on the records of the corporation,
23 when dispatched by telegraph, teletype, or facsimile equipment;

24 (B) When received;

25 (C) Except as provided in (b)(ii) of this subsection, five days
26 after its deposit in the United States mail, as evidenced by the
27 postmark, if mailed with first-class postage, prepaid and correctly
28 addressed; or

29 (D) On the date shown on the return receipt, if sent by registered
30 or certified mail, return receipt requested, and the receipt is signed
31 by or on behalf of the addressee.

32 (ii) Notice in a tangible medium by a domestic or foreign
33 corporation to its shareholder, if in a comprehensible form and
34 correctly addressed to the shareholder's address shown in the
35 corporation's current record of shareholders, is effective:

36 (A) When mailed, if mailed with first-class postage prepaid; and

37 (B) When dispatched, if prepaid, by air courier.

1 (iii) Notice in a tangible medium to a domestic or foreign
2 corporation, authorized to transact business in this state, may be
3 addressed to the corporation's registered agent (~~at its registered~~
4 ~~office~~) or to the corporation or its secretary at its principal office
5 shown in its most recent annual report, or in the case of a foreign
6 corporation that has not yet delivered its annual report in its
7 application for a certificate of authority.

8 (c) Notice provided in an electronic transmission. Notice provided
9 in an electronic transmission, if in comprehensible form, is effective
10 when it: (i) Is electronically transmitted to an address, location, or
11 system designated by the recipient for that purpose; or (ii) has been
12 posted on an electronic network and a separate record of the posting
13 has been delivered to the recipient together with comprehensible
14 instructions regarding how to obtain access to the posting on the
15 electronic network.

16 (4) If this title prescribes notice requirements for particular
17 circumstances, those requirements govern. If articles of incorporation
18 or bylaws prescribe notice requirements, not inconsistent with this
19 section or other provisions of this title, those requirements govern.

20 **Sec. 21.** RCW 23B.01.500 and 1989 c 165 s 16 are each amended to
21 read as follows:

22 Not less than thirty nor more than ninety days prior to July 1st of
23 each year or to the expiration date of any staggered yearly license,
24 the secretary of state shall mail to each domestic corporation, at its
25 (~~registered~~) principal office (~~within the state~~), by first-class
26 mail, a notice that its annual license fee must be paid and its annual
27 report must be filed as required by this title, and stating that if any
28 domestic corporation shall fail to pay its annual license fee or to
29 file its annual report it shall be dissolved and cease to exist.
30 Failure of the secretary of state to mail any such notice shall not
31 relieve a corporation from its obligations to pay the annual license
32 fees and to file the annual reports required by this title.

33 **Sec. 22.** RCW 23B.01.510 and 1990 c 178 s 3 are each amended to
34 read as follows:

35 Not less than thirty nor more than ninety days prior to July 1st of
36 each year or to the expiration date of any staggered yearly license,

1 the secretary of state shall mail to each foreign corporation qualified
2 to do business in this state, by first-class mail addressed to its
3 (~~registered~~) principal office (~~within this state~~), a notice that
4 its annual license fee must be paid and its annual report must be filed
5 as required by this title, and stating that if it shall fail to pay its
6 annual license fee or to file its annual report its certificate of
7 authority to transact business within this state may be revoked.
8 Failure of the secretary of state to mail any such notice shall not
9 relieve a corporation from its obligations to pay the annual license
10 fees and to obtain or file the annual reports required by this title.

11 **Sec. 23.** RCW 23B.02.020 and 2002 c 297 s 11 are each amended to
12 read as follows:

13 (1) The articles of incorporation must set forth:

14 (a) A corporate name for the corporation that satisfies the
15 requirements of RCW 23B.04.010;

16 (b) The number of shares the corporation is authorized to issue in
17 accordance with RCW 23B.06.010 and 23B.06.020;

18 (c) (~~The street address of the corporation's initial registered~~
19 ~~office and the name of its initial registered agent at that office in~~
20 ~~accordance with RCW 23B.05.010~~) The information required by section
21 5(1) of this act; and

22 (d) The name and address of each incorporator in accordance with
23 RCW 23B.02.010.

24 (2) The articles of incorporation or bylaws must either specify the
25 number of directors or specify the process by which the number of
26 directors will be fixed, unless the articles of incorporation dispense
27 with a board of directors pursuant to RCW 23B.08.010.

28 (3) Unless its articles of incorporation provide otherwise, a
29 corporation is governed by the following provisions:

30 (a) The board of directors may adopt bylaws to be effective only in
31 an emergency as provided by RCW 23B.02.070;

32 (b) A corporation has the purpose of engaging in any lawful
33 business under RCW 23B.03.010;

34 (c) A corporation has perpetual existence and succession in its
35 corporate name under RCW 23B.03.020;

36 (d) A corporation has the same powers as an individual to do all

1 things necessary or convenient to carry out its business and affairs,
2 including itemized powers under RCW 23B.03.020;

3 (e) All shares are of one class and one series, have unlimited
4 voting rights, and are entitled to receive the net assets of the
5 corporation upon dissolution under RCW 23B.06.010 and 23B.06.020;

6 (f) If more than one class of shares is authorized, all shares of
7 a class must have preferences, limitations, and relative rights
8 identical to those of other shares of the same class under RCW
9 23B.06.010;

10 (g) If the board of directors is authorized to designate the number
11 of shares in a series, the board may, after the issuance of shares in
12 that series, reduce the number of authorized shares of that series
13 under RCW 23B.06.020;

14 (h) The board of directors must authorize any issuance of shares
15 under RCW 23B.06.210;

16 (i) Shares may be issued pro rata and without consideration to
17 shareholders under RCW 23B.06.230;

18 (j) Shares of one class or series may not be issued as a share
19 dividend with respect to another class or series, unless there are no
20 outstanding shares of the class or series to be issued, or a majority
21 of votes entitled to be cast by such class or series approve as
22 provided in RCW 23B.06.230;

23 (k) A corporation may issue rights, options, or warrants for the
24 purchase of shares of the corporation under RCW 23B.06.240;

25 (l) A shareholder has, and may waive, a preemptive right to acquire
26 the corporation's unissued shares as provided in RCW 23B.06.300;

27 (m) Shares of a corporation acquired by it may be reissued under
28 RCW 23B.06.310;

29 (n) The board may authorize and the corporation may make
30 distributions not prohibited by statute under RCW 23B.06.400;

31 (o) The preferential rights upon dissolution of certain
32 shareholders will be considered a liability for purposes of determining
33 the validity of a distribution under RCW 23B.06.400;

34 (p) Action may be taken by shareholders by unanimous consent of all
35 shareholders entitled to vote on the action, unless the approval of a
36 lesser number of shareholders is permitted as provided in RCW
37 23B.07.040, which consent shall be in the form of a record;

1 (q) Unless this title requires otherwise, the corporation is
2 required to give notice only to shareholders entitled to vote at a
3 meeting and the notice for an annual meeting need not include the
4 purpose for which the meeting is called under RCW 23B.07.050;

5 (r) A corporation that is a public company shall hold a special
6 meeting of shareholders if the holders of at least ten percent of the
7 votes entitled to be cast on any issue proposed to be considered at the
8 meeting demand a meeting under RCW 23B.07.020;

9 (s) Subject to statutory exceptions, each outstanding share,
10 regardless of class, is entitled to one vote on each matter voted on at
11 a shareholders' meeting under RCW 23B.07.210;

12 (t) A majority of the votes entitled to be cast on a matter by a
13 voting group constitutes a quorum, unless the title provides otherwise
14 under RCW 23B.07.250 and 23B.07.270;

15 (u) Action on a matter, other than election of directors, by a
16 voting group is approved if the votes cast within the voting group
17 favoring the action exceed the votes cast opposing the action, unless
18 this title requires a greater number of affirmative votes under RCW
19 23B.07.250;

20 (v) All shares of one or more classes or series that are entitled
21 to vote will be counted together collectively on any matter at a
22 meeting of shareholders under RCW 23B.07.260;

23 (w) Directors are elected by cumulative voting under RCW
24 23B.07.280;

25 (x) Directors are elected by a plurality of votes cast by shares
26 entitled to vote under RCW 23B.07.280;

27 (y) A corporation must have a board of directors under RCW
28 23B.08.010;

29 (z) All corporate powers must be exercised by or under the
30 authority of, and the business and affairs of the corporation managed
31 under the direction of, its board of directors under RCW 23B.08.010;

32 (aa) The shareholders may remove one or more directors with or
33 without cause under RCW 23B.08.080;

34 (bb) A vacancy on the board of directors may be filled by the
35 shareholders or the board of directors under RCW 23B.08.100;

36 (cc) A corporation shall indemnify a director who was wholly
37 successful in the defense of any proceeding to which the director was

1 a party because the director is or was a director of the corporation
2 against reasonable expenses incurred by the director in connection with
3 the proceeding under RCW 23B.08.520;

4 (dd) A director of a corporation who is a party to a proceeding may
5 apply for indemnification of reasonable expenses incurred by the
6 director in connection with the proceeding to the court conducting the
7 proceeding or to another court of competent jurisdiction under RCW
8 23B.08.540;

9 (ee) An officer of the corporation who is not a director is
10 entitled to mandatory indemnification under RCW 23B.08.520, and is
11 entitled to apply for court-ordered indemnification under RCW
12 23B.08.540, in each case to the same extent as a director under RCW
13 23B.08.570;

14 (ff) The corporation may indemnify and advance expenses to an
15 officer, employee, or agent of the corporation who is not a director to
16 the same extent as to a director under RCW 23B.08.570;

17 (gg) A corporation may indemnify and advance expenses to an
18 officer, employee, or agent who is not a director to the extent,
19 consistent with law, that may be provided by its articles of
20 incorporation, bylaws, general or specific action of its board of
21 directors, or contract under RCW 23B.08.570;

22 (hh) A corporation's board of directors may adopt certain
23 amendments to the corporation's articles of incorporation without
24 shareholder action under RCW 23B.10.020;

25 (ii) Unless this title or the board of directors requires a greater
26 vote or a vote by voting groups, an amendment to the corporation's
27 articles of incorporation must be approved by each voting group
28 entitled to vote on the proposed amendment by two-thirds, or, in the
29 case of a public company, a majority, of all the votes entitled to be
30 cast by that voting group under RCW 23B.10.030;

31 (jj) A corporation's board of directors may amend or repeal the
32 corporation's bylaws unless this title reserves this power exclusively
33 to the shareholders in whole or in part, or unless the shareholders in
34 amending or repealing a bylaw provide expressly that the board of
35 directors may not amend or repeal that bylaw under RCW 23B.10.200;

36 (kk) Unless this title or the board of directors require a greater
37 vote or a vote by voting groups, a plan of merger or share exchange

1 must be approved by each voting group entitled to vote on the merger or
2 share exchange by two-thirds of all the votes entitled to be cast by
3 that voting group under RCW 23B.11.030;

4 (ll) Approval by the shareholders of the sale, lease, exchange, or
5 other disposition of all, or substantially all, the corporation's
6 property in the usual and regular course of business is not required
7 under RCW 23B.12.010;

8 (mm) Approval by the shareholders of the mortgage, pledge,
9 dedication to the repayment of indebtedness, or other encumbrance of
10 any or all of the corporation's property, whether or not in the usual
11 and regular course of business, is not required under RCW 23B.12.010;

12 (nn) Unless the board of directors requires a greater vote or a
13 vote by voting groups, a sale, lease, exchange, or other disposition of
14 all or substantially all of the corporation's property, other than in
15 the usual and regular course of business, must be approved by each
16 voting group entitled to vote on such transaction by two-thirds of all
17 votes entitled to be cast by that voting group under RCW 23B.12.020;
18 and

19 (oo) Unless the board of directors requires a greater vote or a
20 vote by voting groups, a proposal to dissolve must be approved by each
21 voting group entitled to vote on the dissolution by two-thirds of all
22 votes entitled to be cast by that voting group under RCW 23B.14.020.

23 (4) Unless its articles of incorporation or its bylaws provide
24 otherwise, a corporation is governed by the following provisions:

25 (a) The board of directors may authorize the issuance of some or
26 all of the shares of any or all of the corporation's classes or series
27 without certificates under RCW 23B.06.260;

28 (b) A corporation that is not a public company shall hold a special
29 meeting of shareholders if the holders of at least ten percent of the
30 votes entitled to be cast on any issue proposed to be considered at the
31 meeting demand a meeting under RCW 23B.07.020;

32 (c) A director need not be a resident of this state or a
33 shareholder of the corporation under RCW 23B.08.020;

34 (d) The board of directors may fix the compensation of directors
35 under RCW 23B.08.110;

36 (e) Members of the board of directors may participate in a meeting
37 of the board by any means of similar communication by which all

1 directors participating can hear each other during the meeting under
2 RCW 23B.08.200;

3 (f) Action permitted or required by this title to be taken at a
4 board of directors' meeting may be taken without a meeting if action is
5 taken by all members of the board under RCW 23B.08.210;

6 (g) Regular meetings of the board of directors may be held without
7 notice of the date, time, place, or purpose of the meeting under RCW
8 23B.08.220;

9 (h) Special meetings of the board of directors must be preceded by
10 at least two days' notice of the date, time, and place of the meeting,
11 and the notice need not describe the purpose of the special meeting
12 under RCW 23B.08.220;

13 (i) A quorum of a board of directors consists of a majority of the
14 number of directors under RCW 23B.08.240;

15 (j) If a quorum is present when a vote is taken, the affirmative
16 vote of a majority of directors present is the act of the board of
17 directors under RCW 23B.08.240;

18 (k) A board of directors may create one or more committees and
19 appoint members of the board of directors to serve on them under RCW
20 23B.08.250; and

21 (l) Unless approved by the shareholders, a corporation may
22 indemnify, or make advances to, a director for reasonable expenses
23 incurred in the defense of any proceeding to which the director was a
24 party because of being a director only to the extent such action is
25 consistent with RCW 23B.08.500 through 23B.08.580.

26 (5) The articles of incorporation may contain the following
27 provisions:

28 (a) The names and addresses of the individuals who are to serve as
29 initial directors;

30 (b) The par value of any authorized shares or classes of shares;

31 (c) Provisions not inconsistent with law related to the management
32 of the business and the regulation of the affairs of the corporation;

33 (d) Any provision that under this title is required or permitted to
34 be set forth in the bylaws;

35 (e) Provisions not inconsistent with law defining, limiting, and
36 regulating the powers of the corporation, its board of directors, and
37 shareholders;

1 (f) Provisions authorizing shareholder action to be taken by
2 consent of less than all of the shareholders entitled to vote on the
3 action, in accordance with RCW 23B.07.040;

4 (g) If the articles of incorporation authorize dividing shares into
5 classes, the election of all or a specified number of directors may be
6 effected by the holders of one or more authorized classes of shares
7 under RCW 23B.08.040;

8 (h) The terms of directors may be staggered under RCW 23B.08.060;

9 (i) Shares may be redeemable or convertible (i) at the option of
10 the corporation, the shareholder, or another person, or upon the
11 occurrence of a designated event; (ii) for cash, indebtedness,
12 securities, or other property; or (iii) in a designated amount or in an
13 amount determined in accordance with a designated formula or by
14 reference to extrinsic data or events under RCW 23B.06.010; and

15 (j) A director's personal liability to the corporation or its
16 shareholders for monetary damages for conduct as a director may be
17 eliminated or limited under RCW 23B.08.320.

18 (6) The articles of incorporation or the bylaws may contain the
19 following provisions:

20 (a) A restriction on the transfer or registration of transfer of
21 the corporation's shares under RCW 23B.06.270;

22 (b) Shareholders may participate in a meeting of shareholders by
23 any means of communication by which all persons participating in the
24 meeting can hear each other under RCW 23B.07.080;

25 (c) A quorum of the board of directors may consist of as few as
26 one-third of the number of directors under RCW 23B.08.240;

27 (d) If the corporation is registered as an investment company under
28 the investment company act of 1940, a provision limiting the
29 requirement to hold an annual meeting of shareholders as provided in
30 RCW 23B.07.010(2); and

31 (e) If the corporation is registered as an investment company under
32 the investment company act of 1940, a provision establishing terms of
33 directors which terms may be longer than one year as provided in RCW
34 23B.05.050.

35 (7) The articles of incorporation need not set forth any of the
36 corporate powers enumerated in this title.

1 **Sec. 24.** RCW 23B.07.030 and 2002 c 297 s 22 are each amended to
2 read as follows:

3 (1) The superior court of the county in which the corporation's
4 (~~registered~~) principal office is located or, if none in this state,
5 Thurston county, may, after notice to the corporation, summarily order
6 a meeting to be held:

7 (a) On application of any shareholder of the corporation entitled
8 to vote in the election of directors at an annual meeting, if an annual
9 meeting was not held within the earlier of six months after the end of
10 the corporation's fiscal year or fifteen months after its last annual
11 meeting or action by consent in lieu of such a meeting; or

12 (b) On application of a shareholder who executed a demand for a
13 special meeting valid under RCW 23B.07.020, if:

14 (i) Notice of the special meeting was not given within thirty days
15 after the date the demand was delivered to the corporation's secretary;
16 or

17 (ii) The special meeting was not held in accordance with the
18 notice.

19 (2) The court may, after notice to the corporation, fix the time
20 and place of the meeting, determine the shares and shareholders
21 entitled to participate in the meeting, specify a record date for
22 determining shareholders entitled to notice of and to vote at the
23 meeting, prescribe the manner, form, and content of the meeting notice,
24 fix the quorum required for specific matters to be considered at the
25 meeting, or direct that the votes represented at the meeting constitute
26 a quorum for action on those matters, and enter other orders necessary
27 to accomplish the purpose or purposes of the meeting.

28 **Sec. 25.** RCW 23B.07.200 and 1989 c 165 s 68 are each amended to
29 read as follows:

30 (1) After fixing a record date for a meeting, a corporation shall
31 prepare an alphabetical list of the names of all its shareholders on
32 the record date who are entitled to notice of a shareholders' meeting.
33 The list must be arranged by voting group, and within each voting group
34 by class or series of shares, and show the address of and number of
35 shares held by each shareholder.

36 (2) The shareholders' list must be available for inspection by any
37 shareholder, beginning ten days prior to the meeting and continuing

1 through the meeting, at the corporation's principal office or at a
2 place identified in the meeting notice in the city where the meeting
3 will be held. A shareholder, the shareholder's agent, or the
4 shareholder's attorney is entitled to inspect the list, during regular
5 business hours and at the shareholder's expense, during the period it
6 is available for inspection.

7 (3) The corporation shall make the shareholders' list available at
8 the meeting, and any shareholder, the shareholder's agent, or the
9 shareholder's attorney is entitled to inspect the list at any time
10 during the meeting or any adjournment.

11 (4) If the corporation refuses to allow a shareholder, the
12 shareholder's agent, or the shareholder's attorney to inspect the
13 shareholders' list before or at the meeting, the superior court of the
14 county where a corporation's principal office is located, or, if none
15 in this state, (~~((its registered office, is located))~~) Thurston county,
16 on application of the shareholder, may summarily order the inspection
17 at the corporation's expense and may postpone the meeting for which the
18 list was prepared until the inspection is complete.

19 (5) A shareholder's right to copy the shareholders' list, and a
20 shareholder's right to otherwise inspect and copy the record of
21 shareholders, is governed by RCW 23B.16.020(3).

22 (6) Refusal or failure to prepare or make available the
23 shareholders' list does not affect the validity of action taken at the
24 meeting.

25 **Sec. 26.** RCW 23B.08.090 and 1989 c 165 s 88 are each amended to
26 read as follows:

27 (1) The superior court of the county where a corporation's
28 principal office is located, or, if none in this state, (~~((its~~
29 ~~registered office, is located))~~) Thurston county, may remove a director
30 of the corporation from office in a proceeding commenced either by the
31 corporation or by its shareholders holding at least ten percent of the
32 outstanding shares of any class if the court finds that (a) the
33 director engaged in fraudulent or dishonest conduct with respect to the
34 corporation, and (b) removal is in the best interest of the
35 corporation.

36 (2) The court that removes a director may bar the director from
37 reelection for a period prescribed by the court.

(3) If shareholders commence a proceeding under subsection (1) of this section, they shall make the corporation a party defendant.

Sec. 27. RCW 23B.10.020 and 2003 c 35 s 3 are each amended to read as follows:

Unless the articles of incorporation provide otherwise, a corporation's board of directors may adopt one or more amendments to the corporation's articles of incorporation without shareholder action:

(1) If the corporation has only one class of shares outstanding, to provide, change, or eliminate any provision with respect to the par value of any class of shares;

(2) To delete the names and addresses of the initial directors;

(3) To ~~((delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state))~~ change the information required by section 5(1) of this act;

(4) If the corporation has only one class of shares outstanding, solely to:

(a) Effect a forward split of, or change the number of authorized shares of that class in proportion to a forward split of, or stock dividend in, the corporation's outstanding shares; or

(b) Effect a reverse split of the corporation's outstanding shares and the number of authorized shares of that class in the same proportions;

(5) To change the corporate name; or

(6) To make any other change expressly permitted by this title to be made without shareholder action.

Sec. 28. RCW 23B.11.070 and 1989 c 165 s 137 are each amended to read as follows:

(1) One or more foreign corporations may merge or enter into a share exchange with one or more domestic corporations if:

(a) In a merger, the merger is permitted by the law of the state or country under whose law each foreign corporation is incorporated and each foreign corporation complies with that law in effecting the merger;

(b) In a share exchange, the corporation whose shares will be

1 acquired is a domestic corporation, whether or not a share exchange is
2 permitted by the law of the state or country under whose law the
3 acquiring corporation is incorporated;

4 (c) The foreign corporation complies with RCW 23B.11.050 if it is
5 the surviving corporation of the merger or acquiring corporation of the
6 share exchange; and

7 (d) Each domestic corporation complies with the applicable
8 provisions of RCW 23B.11.010 through 23B.11.040 and, if it is the
9 surviving corporation of the merger or acquiring corporation of the
10 share exchange, with RCW 23B.11.050.

11 (2) Upon the merger or share exchange taking effect, the surviving
12 foreign corporation of a merger and the acquiring foreign corporation
13 of a share exchange is deemed:

14 (a) To ~~((appoint the secretary of state as its agent for))~~ agree
15 that service of process in a proceeding to enforce any obligation or
16 the rights of dissenting shareholders of each domestic corporation
17 party to the merger or share exchange may be made in the manner
18 provided in section 13 of this act; and

19 (b) To agree that it will promptly pay to the dissenting
20 shareholders of each domestic corporation party to the merger or share
21 exchange the amount, if any, to which they are entitled under chapter
22 23B.13 RCW.

23 (3) This section does not limit the power of a foreign corporation
24 to acquire all or part of the shares of one or more classes or series
25 of a domestic corporation through a voluntary exchange or otherwise.

26 **Sec. 29.** RCW 23B.13.300 and 1989 c 165 s 152 are each amended to
27 read as follows:

28 (1) If a demand for payment under RCW 23B.13.280 remains unsettled,
29 the corporation shall commence a proceeding within sixty days after
30 receiving the payment demand and petition the court to determine the
31 fair value of the shares and accrued interest. If the corporation does
32 not commence the proceeding within the sixty-day period, it shall pay
33 each dissenter whose demand remains unsettled the amount demanded.

34 (2) The corporation shall commence the proceeding in the superior
35 court of the county where a corporation's principal office is located,
36 or, if none in this state, ~~((its registered office, is located))~~ in
37 Thurston county. If the corporation is a foreign corporation ~~((without~~

1 ~~a registered office in this state,~~) it shall commence the proceeding
2 in the county in this state where the ((~~registered~~)) principal office
3 of the domestic corporation merged with or whose shares were acquired
4 by the foreign corporation was located or, if the domestic corporation
5 did not have its principal office in this state, in Thurston county.

6 (3) The corporation shall make all dissenters, whether or not
7 residents of this state, whose demands remain unsettled, parties to the
8 proceeding as in an action against their shares and all parties must be
9 served with a copy of the petition. Nonresidents may be served by
10 registered or certified mail or by publication as provided by law.

11 (4) The corporation may join as a party to the proceeding any
12 shareholder who claims to be a dissenter but who has not, in the
13 opinion of the corporation, complied with the provisions of this
14 chapter. If the court determines that such shareholder has not
15 complied with the provisions of this chapter, the shareholder shall be
16 dismissed as a party.

17 (5) The jurisdiction of the court in which the proceeding is
18 commenced under subsection (2) of this section is plenary and
19 exclusive. The court may appoint one or more persons as appraisers to
20 receive evidence and recommend decision on the question of fair value.
21 The appraisers have the powers described in the order appointing them,
22 or in any amendment to it. The dissenters are entitled to the same
23 discovery rights as parties in other civil proceedings.

24 (6) Each dissenter made a party to the proceeding is entitled to
25 judgment (a) for the amount, if any, by which the court finds the fair
26 value of the dissenter's shares, plus interest, exceeds the amount paid
27 by the corporation, or (b) for the fair value, plus accrued interest,
28 of the dissenter's after-acquired shares for which the corporation
29 elected to withhold payment under RCW 23B.13.270.

30 **Sec. 30.** RCW 23B.14.030 and 2006 c 52 s 7 are each amended to read
31 as follows:

32 (1) At any time after dissolution is authorized under RCW
33 23B.14.010 or 23B.14.020, the corporation may dissolve by delivering to
34 the secretary of state for filing:

35 (a) A copy of a revenue clearance certificate issued pursuant to
36 RCW 82.32.260; and

37 (b) Articles of dissolution setting forth:

1 (i) The name of the corporation;
2 (ii) The date dissolution was authorized; and
3 (iii) A statement that dissolution was duly authorized by the
4 initial directors, the incorporators, or the board of directors in
5 accordance with RCW 23B.14.010, or was duly proposed by the board of
6 directors and approved by the shareholders in accordance with RCW
7 23B.14.020.

8 (2) A corporation is dissolved upon the effective date of its
9 articles of dissolution.

10 (3) A dissolved corporation shall, within thirty days after the
11 effective date of its articles of dissolution, publish notice of its
12 dissolution and request that persons with claims against the dissolved
13 corporation present them in accordance with the notice. The notice
14 must be published once a week for three consecutive weeks in a
15 newspaper of general circulation in the county where the dissolved
16 corporation's principal office (or, if none in this state, (~~its~~
17 ~~registered office~~)) Thurston county) is or was last located. The
18 notice must also describe the information that must be included in a
19 claim, provide a mailing address where a claim may be sent, and state
20 that claims against the dissolved corporation may be barred in
21 accordance with the provisions of this chapter if not timely asserted.
22 A dissolved corporation's failure to publish notice in accordance with
23 this subsection does not affect the validity or the effective date of
24 its dissolution.

25 (4) For purposes of this chapter, "dissolved corporation" means a
26 corporation whose dissolution has been authorized in accordance with
27 RCW 23B.14.010 or 23B.14.020 and whose articles of dissolution have
28 become effective, and includes any trust or other successor entity to
29 which the remaining assets of such a corporation are transferred
30 subject to its liabilities for purposes of liquidation in accordance
31 with RCW 23B.14.050.

32 **Sec. 31.** RCW 23B.14.065 and 2006 c 52 s 10 are each amended to
33 read as follows:

34 (1) A dissolved corporation that has published notice of its
35 dissolution in accordance with RCW 23B.14.030(3) may file an
36 application, with the superior court of the county where its principal

1 office is located, or, if none in this state, (~~((its registered office~~
2 ~~is located))~~) Thurston county, for a determination of:

3 (a) The amount and form of reasonable provision to be made for the
4 satisfaction of any one or more claims or liabilities, known or
5 unknown, arising in tort or by contract, statute or otherwise, matured
6 or unmatured, contingent or conditional, that have arisen or are
7 reasonably likely to arise prior to expiration of the survival period
8 specified in RCW 23B.14.340; or

9 (b) Whether the provision made or proposed to be made by the board
10 of directors for the satisfaction of any one or more claims or
11 liabilities is reasonable.

12 Any determination under this subsection is conclusive for purposes
13 of determining the legality of any subsequent distributions under RCW
14 23B.06.400 and 23B.14.050(3).

15 (2) Within ten days after filing the application, the dissolved
16 corporation shall give written notice of the judicial proceeding to
17 each person to whom written notice has been given pursuant to RCW
18 23B.14.060 and each other person whose claim or potential claim,
19 identity, and mailing address are known to the dissolved corporation.
20 However, written notice of the judicial proceeding need not be given to
21 any person whose claim or potential claim is not sought to be
22 determined under the application filed by the dissolved corporation.

23 (3) The superior court may appoint a guardian ad litem to represent
24 all persons whose claims or potential claims are sought to be
25 determined in the judicial proceeding but whose identities or mailing
26 addresses are not known to the dissolved corporation. The reasonable
27 fees and expenses of the guardian, including all reasonable expert
28 witness fees, shall be paid by the dissolved corporation.

29 (4) Provision by the dissolved corporation for satisfaction of
30 claims or potential claims in the amount and form ordered by the
31 superior court shall satisfy the dissolved corporation's obligations
32 with respect to those claims or potential claims, and any further or
33 greater claims based on the same facts, dealings, or contract shall be
34 barred.

35 **Sec. 32.** RCW 23B.14.200 and 1994 c 287 s 7 are each amended to
36 read as follows:

1 The secretary of state may administratively dissolve a corporation
2 under RCW 23B.14.210 if:

3 (1) The corporation does not pay any license fees or penalties,
4 imposed by this title, when they become due;

5 (2) The corporation does not deliver its completed initial report
6 or annual report to the secretary of state when it is due;

7 (3) The corporation is without a registered agent (~~((or registered~~
8 ~~office))~~) in this state;

9 (4) The corporation does not notify the secretary of state that its
10 registered agent (~~((or registered office))~~) has been changed(~~((, or that its registered office has~~
11 ~~been discontinued))~~);

12 (5) The corporation's period of duration stated in its articles of
13 incorporation expired after July 1, 1990; or

14 (6) The corporation's period of duration stated in its articles of
15 incorporation expired prior to July 1, 1990, but the corporation has
16 timely paid all license fees imposed by this title and set by rule by
17 the secretary, has timely filed annual reports with the secretary of
18 state, has never been without a registered agent (~~((or registered~~
19 ~~office))~~) in this state for sixty days or more, and has never failed to
20 notify the secretary of state of changes in a registered agent (~~((or~~
21 ~~registered office))~~) within sixty days of such change.
22

23 **Sec. 33.** RCW 23B.14.310 and 2006 c 52 s 15 are each amended to
24 read as follows:

25 (1) Venue for any proceeding to dissolve a corporation or to
26 supervise a voluntary dissolution brought by any party named in RCW
27 23B.14.300 lies in the county where a corporation's (~~((registered))~~)
28 principal office is or was last located or, if none in this state,
29 Thurston county.

30 (2) It is not necessary to make shareholders or directors parties
31 to a proceeding to dissolve a corporation or to supervise a voluntary
32 dissolution unless relief is sought against them individually.

33 (3) A court in a proceeding brought to dissolve a corporation or to
34 supervise a voluntary dissolution may issue injunctions, appoint a
35 general or custodial receiver with all powers and duties the court
36 directs, and take other action required to preserve the corporate

1 assets wherever located. A court in a proceeding brought to dissolve
2 a corporation may also carry on the business of the corporation until
3 a full hearing can be held.

4 **Sec. 34.** RCW 23B.15.030 and 1989 c 165 s 171 are each amended to
5 read as follows:

6 (1) A foreign corporation may apply for a certificate of authority
7 to transact business in this state by delivering an application to the
8 secretary of state for filing. The application must state:

9 (a) That the name of the foreign corporation meets the requirements
10 stated in RCW 23B.15.060;

11 (b) The name of the state or country under whose law it is
12 incorporated;

13 (c) Its date of incorporation and period of duration;

14 (d) The street address of its principal office;

15 (e) The ~~((street address of its registered office in this state and~~
16 ~~the name of its registered agent at that office, in accordance with RCW~~
17 ~~23B.15.070))~~ information required by section 5(1) of this act; and

18 (f) The names and usual business addresses of its current directors
19 and officers.

20 (2) The foreign corporation shall deliver with the completed
21 application a certificate of existence, or a document of similar
22 import, issued no more than sixty days before the date of the
23 application and duly authenticated by the secretary of state or other
24 official having custody of corporate records in the state or country
25 under whose law it is incorporated.

26 **Sec. 35.** RCW 23B.15.040 and 1991 c 72 s 38 are each amended to
27 read as follows:

28 (1) A foreign corporation authorized to transact business in this
29 state must obtain an amended certificate of authority from the
30 secretary of state if it changes:

31 (a) Its corporate name; ~~((or))~~

32 (b) The period of its duration; or

33 (c) Any information required by section 5(1) of this act.

34 (2) A foreign corporation may apply for an amended certificate of
35 authority by delivering an application to the secretary of state for
36 filing that sets forth:

1 (a) The name of the foreign corporation and the name in which the
2 corporation is authorized to transact business in Washington, if
3 different;

4 (b) The name of the state or country under whose law it is
5 incorporated;

6 (c) The date it was authorized to transact business in this state;

7 (d) A statement of the change or changes being made;

8 (e) In the event the change or changes include a name change to a
9 name that does not meet the requirements of RCW 23B.15.060, a
10 fictitious name for use in Washington, and a copy of the resolution of
11 the board of directors, certified by the corporation's secretary,
12 adopting the fictitious name; and

13 (f) A copy of the document filed in the state or country of
14 incorporation showing that jurisdiction's "filed" stamp.

15 **Sec. 36.** RCW 23B.15.100 and 1989 c 165 s 178 are each amended to
16 read as follows:

17 (1) The registered agent appointed by a foreign corporation
18 authorized to transact business in this state shall be an agent of such
19 corporation upon whom any process, notice, or demand required or
20 permitted by law to be served upon the corporation may be served.

21 (2) The secretary of state shall be an agent of a foreign
22 corporation upon whom any process, notice, or demand may be served, if:

23 (a) The corporation is authorized to transact business in this
24 state, and it fails to appoint or maintain a registered agent in this
25 state, or its registered agent cannot with reasonable diligence be
26 found (~~(at the registered office)~~);

27 (b) The corporation's authority to transact business in this state
28 has been revoked under RCW 23B.15.310; or

29 (c) The corporation has been authorized to transact business in
30 this state and has withdrawn under RCW 23B.15.200.

31 (3) Service on the secretary of state of any such process, notice,
32 or demand shall be made by delivering to and leaving with the secretary
33 of state, or with any duly authorized clerk of the corporation
34 department of the secretary of state's office, the process, notice, or
35 demand. In the event any such process, notice, or demand is served on
36 the secretary of state, the secretary of state shall immediately cause
37 a copy thereof to be forwarded by certified mail, addressed to the

1 secretary of the corporation at its principal office as shown on the
2 records of the secretary of state. Any service so had on the secretary
3 of state shall be returnable in not less than thirty days.

4 (4) The secretary of state shall keep a record of all processes,
5 notices, and demands served upon the secretary of state under this
6 section, and shall record therein the time of such service and the
7 secretary of state's action with reference thereto.

8 (5) This section does not limit or affect the right to serve any
9 process, notice, or demand, required or permitted by law to be served
10 upon a corporation in any other manner now or hereafter permitted by
11 law.

12 **Sec. 37.** RCW 23B.15.300 and 1991 c 72 s 39 are each amended to
13 read as follows:

14 The secretary of state may revoke the certificate of authority of
15 a foreign corporation authorized to transact business in this state if:

16 (1) The foreign corporation does not deliver its completed initial
17 report or annual report to the secretary of state when it is due;

18 (2) The foreign corporation does not pay any license fees or
19 penalties, imposed by this title, when they become due;

20 (3) The foreign corporation is without a registered agent (~~or~~
21 ~~registered office~~)) in this state;

22 (4) The foreign corporation does not inform the secretary of state
23 (~~((under RCW 23B.15.080 or 23B.15.090))~~) by an appropriate filing that
24 its registered agent (~~((or registered office))~~) has changed(~~((,))~~) or that
25 its registered agent has resigned(~~((, or that its registered office has~~
26 ~~been discontinued))~~);

27 (5) An incorporator, director, officer, or agent of the foreign
28 corporation signed a document knowing it was false in any material
29 respect with intent that the document be delivered to the secretary of
30 state for filing; or

31 (6) The secretary of state receives a duly authenticated
32 certificate from the secretary of state or other official having
33 custody of corporate records in the state or country under whose law
34 the foreign corporation is incorporated stating that it has been
35 dissolved or disappeared as the result of a merger.

1 **Sec. 38.** RCW 23B.16.040 and 1989 c 165 s 185 are each amended to
2 read as follows:

3 (1) If a corporation does not allow a shareholder who complies with
4 RCW 23B.16.020(1) to inspect and copy any records required by that
5 subsection to be available for inspection, the superior court of the
6 county where the corporation's principal office is located, or, if none
7 in this state, (~~((its registered office, is located))~~) Thurston county,
8 may summarily order inspection and copying of the records demanded at
9 the corporation's expense upon application of the shareholder.

10 (2) If a corporation does not within a reasonable time allow a
11 shareholder to inspect and copy any other record, the shareholder who
12 complies with RCW 23B.16.020 (2) and (3) may apply to the superior
13 court of the county where the corporation's principal office is
14 located, or, if none in this state, (~~((its registered office, is~~
15 ~~located))~~) Thurston county, for an order to permit inspection and
16 copying of the records demanded. The court shall dispose of an
17 application under this subsection on an expedited basis.

18 (3) If the court orders inspection and copying of the records
19 demanded, it shall also order the corporation to pay the shareholder's
20 costs, including reasonable counsel fees, incurred to obtain the order
21 unless the corporation proves that it refused inspection in good faith
22 because it had a reasonable basis for doubt about the right of the
23 shareholder to inspect the records demanded.

24 (4) If the court orders inspection and copying of the records
25 demanded, it may impose reasonable restrictions on the use or
26 distribution of the records by the demanding shareholder.

27 **Sec. 39.** RCW 23B.16.220 and 2001 c 307 s 1 are each amended to
28 read as follows:

29 (1) Each domestic corporation, and each foreign corporation
30 authorized to transact business in this state, shall deliver to the
31 secretary of state for filing initial and annual reports that set
32 forth:

33 (a) The name of the corporation (~~((and the state or country))~~);
34 **(b) The jurisdiction** under whose law it is incorporated;
35 (~~((b) The street address of its registered office and the name of~~
36 ~~its registered agent at that office in this state;))~~)

1 (c) ~~((In the case of a foreign corporation,))~~ The information
2 required by section 5(1) of this act;

3 (d) The address of its principal office ((in the state or country
4 under the laws of which it is incorporated)), wherever located;

5 ~~((d) The address of the principal place of business of the~~
6 ~~corporation in this state;))~~

7 (e) The names ~~((and addresses))~~ of its directors, if the
8 corporation has dispensed with or limited the authority of its board of
9 directors pursuant to RCW 23B.08.010, in an agreement authorized under
10 RCW 23B.07.320, or analogous authority, the names and addresses of
11 persons who will perform some or all of the duties of the board of
12 directors;

13 ~~(f) ((A brief description of the nature of its business; and~~
14 ~~(g))~~) The names ~~((and addresses))~~ of its chairperson of the board
15 of directors, if any, president, secretary, and treasurer, or of
16 individuals, however designated, performing the functions of such
17 officers.

18 (2) Information in an initial report or an annual report must be
19 current as of the date the report is executed on behalf of the
20 corporation.

21 (3) A corporation's initial report must be delivered to the
22 secretary of state within one hundred twenty days of the date on which
23 the articles of incorporation for a domestic corporation were filed, or
24 on which a foreign corporation's certificate of authority was filed.
25 Subsequent annual reports must be delivered to the secretary of state
26 on, or prior to, the date on which the domestic or foreign corporation
27 is required to pay its annual corporate license fee, and at such
28 additional times as the corporation elects.

29 (4)(a) The secretary of state may allow a corporation to file an
30 annual report through electronic means. If allowed, the secretary of
31 state shall adopt rules detailing the circumstances under which the
32 electronic filing of such reports shall be permitted and how such
33 reports may be filed.

34 (b) For purposes of this section only, a person executing an
35 electronically filed annual report may deliver the report to the office
36 of the secretary of state without a signature and without an exact or
37 conformed copy, but the person's name must appear in the electronic

filing as the person executing the filing, and the filing must state the capacity in which the person is executing the filing.

Sec. 40. RCW 23B.18.020 and 1989 c 165 s 192 are each amended to read as follows:

Such nonadmitted organizations shall have the right to foreclose such mortgages under the laws of this state or to receive voluntary conveyance in lieu of foreclosure, and in the course of such foreclosure or of such receipt of conveyance in lieu of foreclosure, to acquire the mortgaged property, and to hold and own such property and to dispose thereof. Such nonadmitted organizations however, shall not be allowed to hold, own, and operate said property for a period exceeding five years. In the event said nonadmitted organizations do hold, own, and operate said property for a period in excess of five years, it shall be forthwith required to appoint ((an)) a registered agent ((as required by RCW 23B.15.070 for foreign corporations doing business in this state)) under section 5(1) of this act.

Sec. 41. RCW 24.03.025 and 1987 c 212 s 703 are each amended to read as follows:

The articles of incorporation shall set forth:

(1) The name of the corporation.
(2) The period of duration, which may be perpetual or for a stated number of years.

(3) The purpose or purposes for which the corporation is organized.

(4) Any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including provisions regarding:

(a) Distribution of assets on dissolution or final liquidation;

(b) The definition, limitation, and regulation of the powers of the corporation, the directors, and the members, if any;

(c) Eliminating or limiting the personal liability of a director to the corporation or its members, if any, for monetary damages for conduct as a director: PROVIDED, That such provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the

1 director will personally receive a benefit in money, property, or
2 services to which the director is not legally entitled. No such
3 provision may eliminate or limit the liability of a director for any
4 act or omission occurring before the date when such provision becomes
5 effective; and

6 (d) Any provision which under this title is required or permitted
7 to be set forth in the bylaws.

8 (5) The ~~((address of its initial registered office, including
9 street and number, and the name of its initial registered agent at such
10 address))~~ information required by section 5(1) of this act.

11 (6) The number of directors constituting the initial board of
12 directors, and the names and addresses of the persons who are to serve
13 as the initial directors.

14 (7) The name and address of each incorporator.

15 (8) The name of any person or corporations to whom net assets are
16 to be distributed in the event the corporation is dissolved.

17 It shall not be necessary to set forth in the articles of
18 incorporation any of the corporate powers enumerated in this chapter.

19 Unless the articles of incorporation provide that a change in the
20 number of directors shall be made only by amendment to the articles of
21 incorporation, a change in the number of directors made by amendment to
22 the bylaws shall be controlling. In all other cases, whenever a
23 provision of the articles of incorporation is inconsistent with a
24 bylaw, the provision of the articles of incorporation shall be
25 controlling.

26 **Sec. 42.** RCW 24.03.075 and 2004 c 98 s 2 are each amended to read
27 as follows:

28 Meetings of members and committees of members may be held at such
29 place, either within or without this state, as stated in or fixed in
30 accordance with the bylaws. In the absence of any such provision, all
31 meetings must be held at the ~~((registered))~~ principal office of the
32 corporation in this state.

33 An annual meeting of the members must be held at the time stated in
34 or fixed in accordance with the bylaws. Failure to hold the annual
35 meeting at the designated time does not work a forfeiture or
36 dissolution of the corporation.

1 Special meetings of the members may be called by the president or
2 by the board of directors. Special meetings of the members may also be
3 called by other officers or persons or number or proportion of members
4 as provided in the articles of incorporation or the bylaws. In the
5 absence of a provision fixing the number or proportion of members
6 entitled to call a meeting, a special meeting of members may be called
7 by members having one-twentieth of the votes entitled to be cast at the
8 meeting.

9 Except as otherwise restricted by the articles of incorporation or
10 the bylaws, members and any committee of members of the corporation may
11 participate in a meeting by conference telephone or similar
12 communications equipment so that all persons participating in the
13 meeting can hear each other at the same time. Participation by that
14 method constitutes presence in person at a meeting.

15 **Sec. 43.** RCW 24.03.1031 and 1999 c 32 s 1 are each amended to read
16 as follows:

17 (1) The superior court of the county where a corporation's
18 principal office is located, or, if none in this state, (~~its~~
19 ~~registered office, is located~~) Thurston county, may remove a director
20 of the corporation from office in a proceeding commenced by the
21 corporation if the court finds that (a) the director engaged in
22 fraudulent or dishonest conduct with respect to the corporation, and
23 (b) removal is in the best interest of the corporation.

24 (2) The court that removes a director may bar the director from
25 reelection for a period prescribed by the court.

26 **Sec. 44.** RCW 24.03.135 and 2004 c 265 s 14 are each amended to
27 read as follows:

28 Each corporation shall keep at (~~its registered office,~~) its
29 principal office in this state, or at its secretary's office if in this
30 state, the following documents in the form of a record:

31 (1) Current articles and bylaws;

32 (2) A list of members, including names, addresses, and classes of
33 membership, if any;

34 (3) Correct and adequate statements of accounts and finances;

35 (4) A list of officers' and directors' names and addresses;

1 (5) Minutes of the proceedings of the members, if any, the board,
2 and any minutes which may be maintained by committees of the board.

3 The corporate records shall be open at any reasonable time to
4 inspection by any member of more than three months standing or a
5 representative of more than five percent of the membership.

6 Cost of inspecting or copying shall be borne by such member except
7 for costs for copies of articles or bylaws. Any such member must have
8 a purpose for inspection reasonably related to membership interests.
9 Use or sale of members' lists by such member if obtained by inspection
10 is prohibited.

11 The superior court of the corporation's or such member's residence
12 may order inspection and may appoint independent inspectors. Such
13 member shall pay inspection costs unless the court orders otherwise.

14 **Sec. 45.** RCW 24.03.207 and 2004 c 265 s 21 are each amended to
15 read as follows:

16 One or more foreign corporations and one or more domestic
17 corporations may be merged or consolidated in the following manner, if
18 such merger or consolidation is permitted by the laws of the state
19 under which each such foreign corporation is organized:

20 (1) Each domestic corporation shall comply with the provisions of
21 this title with respect to the merger or consolidation as the case may
22 be, of domestic corporations and each foreign corporation shall comply
23 with the applicable provisions of the laws of the state under which it
24 is organized.

25 (2) If the surviving or new corporation in a merger or
26 consolidation is to be governed by the laws of any state other than
27 this state, it shall comply with the provisions of this title with
28 respect to foreign corporations if it is to transact business in this
29 state, and in every case it shall file with the secretary of state of
30 this state:

31 (a) An agreement that it may be served with process in this state
32 in any proceeding for the enforcement of any obligation of any domestic
33 corporation which is a party to the merger or consolidation and in any
34 proceeding for the enforcement of the rights, if any, of a member of
35 any such domestic corporation against the surviving or new corporation;
36 and

1 (b) An (~~irrevocable appointment of the secretary of state of this~~
2 ~~state as its agent to accept service of~~) agreement that it may be
3 served with process in any such proceeding as provided in section 13 of
4 this act.

5 The effect of the merger or consolidation shall be the same as in
6 the case of the merger or consolidation of domestic corporations, if
7 the surviving or new corporation is to be governed by the laws of this
8 state. If the surviving or new corporation is to be governed by the
9 laws of any state other than this state, the effect of the merger or
10 consolidation shall be the same as in the case of the merger or
11 consolidation of domestic corporations except as the laws of the other
12 state provide otherwise.

13 (3) At any time prior to the effective date of the articles of
14 merger or consolidation, the merger or consolidation may be abandoned
15 pursuant to provision therefor, if any, set forth in the plan of merger
16 or consolidation. In the event the merger or consolidation is
17 abandoned, the parties thereto shall execute a notice of abandonment in
18 triplicate executed by an officer for each corporation executing the
19 notice, which must be in the form of a record. If the secretary of
20 state finds the notice conforms to law, the secretary of state shall:

21 (a) Endorse on each of the originals the word "Filed" and the date
22 of the filing;

23 (b) File one of the triplicate originals in the secretary of
24 state's office; and

25 (c) Issue the other triplicate originals to the respective parties
26 or their representatives.

27 **Sec. 46.** RCW 24.03.255 and 1982 c 35 s 95 are each amended to read
28 as follows:

29 The secretary of state shall certify, from time to time, the names
30 of all corporations which have given cause for dissolution as provided
31 in RCW 24.03.250, together with the facts pertinent thereto. Whenever
32 the secretary of state shall certify the name of a corporation to the
33 attorney general as having given any cause for dissolution, the
34 secretary of state shall concurrently mail to the corporation at its
35 (~~registered~~) principal office a notice that such certification has
36 been made. Upon the receipt of such certification, the attorney

1 general shall file an action in the name of the state against such
2 corporation for its dissolution.

3 **Sec. 47.** RCW 24.03.260 and 1967 c 235 s 53 are each amended to
4 read as follows:

5 Every action for the involuntary dissolution of a corporation shall
6 be commenced by the attorney general either in the superior court of
7 the county in which the ((~~registered~~)) principal office of the
8 corporation is ((~~situated~~)) located, or in the superior court of
9 Thurston county. Summons shall issue and be served as in other civil
10 actions. If process is returned not found, the attorney general shall
11 cause publication to be made as in other civil cases in some newspaper
12 published in the county where the ((~~registered~~)) principal office of
13 the corporation is ((~~situated~~)) located, containing a notice of the
14 pendency of such action, the title of the court, the title of the
15 action, and the date on or after which default may be entered. The
16 attorney general may include in one notice the names of any number of
17 corporations against which actions are then pending in the same court.
18 The attorney general shall cause a copy of such notice to be mailed to
19 the corporation at its ((~~registered~~)) principal office within ten days
20 after the first publication thereof. The certificate of the attorney
21 general of the mailing of such notice shall be prima facie evidence
22 thereof. Such notice shall be published at least once each week for
23 two successive weeks, and the first publication thereof may begin at
24 any time after the summons has been returned. Unless a corporation
25 shall have been served with summons, no default shall be taken against
26 it earlier than thirty days after the first publication of such notice.

27 **Sec. 48.** RCW 24.03.265 and 1986 c 240 s 39 are each amended to
28 read as follows:

29 Superior courts shall have full power to liquidate the assets and
30 affairs of a corporation:

31 (1) In an action by a member, director, or the attorney general
32 when it is made to appear:

33 (a) That the directors are deadlocked in the management of the
34 corporate affairs and that irreparable injury to the corporation is
35 being suffered or is threatened by reason thereof, and either that the

1 members are unable to break the deadlock or there are no members having
2 voting rights; or

3 (b) That the acts of the directors or those in control of the
4 corporation are illegal, oppressive or fraudulent; or

5 (c) That the corporate assets are being misapplied or wasted; or

6 (d) That the corporation is unable to carry out its purposes.

7 (2) In an action by a creditor:

8 (a) When the claim of the creditor has been reduced to judgment and
9 an execution thereon has been returned unsatisfied and it is
10 established that the corporation is insolvent; or

11 (b) When the corporation has admitted in writing that the claim of
12 the creditor is due and owing and it is established that the
13 corporation is insolvent.

14 (3) Upon application by a corporation to have its dissolution
15 continued under the supervision of the court.

16 (4) When an action has been filed by the attorney general to
17 dissolve a corporation under the provisions of this chapter and it is
18 established that liquidation of its affairs should precede the entry of
19 a decree of dissolution.

20 Proceedings under subsections (1), (2), or (3) of this section
21 shall be brought in the county in which the ((registered office or
22 the)) principal office of the corporation is situated or, if none in
23 this state, Thurston county.

24 It shall not be necessary to make directors or members parties to
25 any such action or proceedings unless relief is sought against them
26 personally.

27 **Sec. 49.** RCW 24.03.302 and 1994 c 287 s 8 are each amended to read
28 as follows:

29 A corporation shall be administratively dissolved by the secretary
30 of state upon the conditions prescribed in this section when the
31 corporation:

32 (1) Has failed to file or complete its annual report within the
33 time required by law; or

34 (2) Has failed for thirty days to appoint or maintain a registered
35 agent in this state; or

36 (3) Has failed for thirty days, after change of its registered

1 agent (~~(or registered office)~~), to file in the office of the secretary
2 of state a statement of such change.

3 A corporation shall not be dissolved under this section unless the
4 secretary of state has given the corporation not less than sixty days'
5 notice of its delinquency or omission, by first-class mail, postage
6 prepaid, addressed to the (~~(registered)~~) principal office, or, if there
7 is no (~~(registered)~~) principal office, to the last known address of any
8 officer or director as shown by the records of the secretary of state,
9 and unless the corporation has failed to correct the omission or
10 delinquency before expiration of the sixty-day period.

11 When a corporation has given cause for dissolution under this
12 section, and has failed to correct the delinquency or omission as
13 provided in this section, the secretary of the state shall dissolve the
14 corporation by issuing a certificate of administrative dissolution
15 containing a statement that the corporation has been dissolved and the
16 date and reason for which it was dissolved. The original certificate
17 of administrative dissolution shall be filed in the records of the
18 secretary of state, and a copy of the certificate shall forthwith be
19 mailed to the corporation at its (~~(registered)~~) principal office or, if
20 there is no (~~(registered)~~) principal office, to the last known address
21 of the corporation or any officer, director, or incorporator of the
22 corporation, as shown by the records of the secretary of state. Upon
23 the filing of the certificate of administrative dissolution, the
24 existence of the corporation shall cease, except as otherwise provided
25 in this chapter, and its name shall be available to and may be adopted
26 by another corporation after the dissolution.

27 Any notice provided by the secretary of state under this section
28 shall be designed to clearly identify and warn the recipient of the
29 contents thereof. A delinquency notice shall provide a succinct and
30 readable description of the delinquency or omission, the date on which
31 dissolution will occur, and the action necessary to cure the
32 delinquency or omission prior to dissolution.

33 A corporation which has been dissolved by operation of this section
34 may be reinstated within a period of three years following its
35 administrative dissolution if it completes and files a current annual
36 report for the reinstatement year or if it appoints or maintains a
37 registered agent, or if it files with the secretary of state a required
38 statement of change of registered agent (~~(or registered office)~~) and in

1 addition, if it pays a reinstatement fee as set by rule by the
2 secretary plus the full amount of all annual fees that would have been
3 assessed for the years of administrative dissolution had the
4 corporation been in active status, including the reinstatement year
5 plus any penalties established by rule by the secretary of state. If,
6 during the period of dissolution, another person or corporation has
7 reserved or adopted a corporate name which is identical to or
8 deceptively similar to the dissolved corporation's name, the dissolved
9 corporation seeking reinstatement shall be required to adopt another
10 name consistent with the requirements of this chapter and to amend its
11 articles of incorporation accordingly. When a corporation has been
12 dissolved by operation of this section, remedies available to or
13 against it shall survive in the manner provided in RCW 24.03.300 and
14 the directors of the corporation shall hold the title to the property
15 of the corporation as trustees for the benefit of its creditors and
16 members.

17 **Sec. 50.** RCW 24.03.325 and 2002 c 74 s 12 are each amended to read
18 as follows:

19 A foreign corporation, in order to procure a certificate of
20 authority to conduct affairs in this state, shall make application
21 therefor to the secretary of state, which application shall set forth:

22 (1) The name of the corporation and the state or country under the
23 laws of which it is incorporated.

24 (2) If the name of the corporation contains the word "corporation,"
25 "company," "incorporated," or "limited," or contains an abbreviation of
26 one of such words, then the name of the corporation which it elects for
27 use in this state.

28 (3) The date of incorporation and the period of duration of the
29 corporation.

30 (4) The address of the principal office of the corporation.

31 (5) A statement that a registered agent has been appointed and the
32 ~~((name and address of such agent, and that a registered office exists~~
33 ~~and the address of such registered office is identical to that of the~~
34 ~~registered agent)) information required by section 5(1) of this act.~~

35 (6) The purpose or purposes of the corporation which it proposes to
36 pursue in conducting its affairs in this state.

1 (7) The names and respective addresses of the directors and
2 officers of the corporation.

3 (8) Such additional information as may be necessary or appropriate
4 in order to enable the secretary of state to determine whether such
5 corporation is entitled to a certificate of authority to conduct
6 affairs in this state.

7 The application shall be made in the form prescribed by the
8 secretary of state and shall be executed by the corporation by one of
9 its officers.

10 The application shall be accompanied by a certificate of good
11 standing which has been issued no more than sixty days before the date
12 of filing of the application for a certificate of authority to do
13 business in this state and has been certified to by the proper officer
14 of the state or country under the laws of which the corporation is
15 incorporated.

16 **Sec. 51.** RCW 24.03.350 and 1986 c 240 s 48 are each amended to
17 read as follows:

18 The registered agent so appointed by a foreign corporation
19 authorized to conduct affairs in this state shall be an agent of such
20 corporation upon whom any process, notice or demand required or
21 permitted by law to be served upon the corporation may be served.

22 Whenever a foreign corporation authorized to conduct affairs in
23 this state shall fail to appoint or maintain a registered agent in this
24 state, or whenever any such registered agent cannot with reasonable
25 diligence be found (~~((at the registered office))~~), or whenever the
26 certificate of authority of a foreign corporation shall be suspended or
27 revoked, then the secretary of state shall be an agent of such
28 corporation upon whom any such process, notice, or demand may be
29 served. Service on the secretary of state of any such process, notice,
30 or demand shall be made by delivering to and leaving with the secretary
31 of state, or with any duly authorized clerk of the corporation
32 department of the secretary of state's office, duplicate copies of such
33 process, notice or demand. In the event any such process, notice or
34 demand is served on the secretary of state, the secretary of state
35 shall immediately cause one of such copies thereof to be forwarded by
36 certified mail, addressed to the secretary of the corporation as shown

1 on the records of the secretary of state. Any service so had on the
2 secretary of state shall be returnable in not less than thirty days.

3 The secretary of state shall keep a record of all processes,
4 notices and demands served upon the secretary of state under this
5 section, and shall record therein the time of such service and his
6 action with reference thereto.

7 Nothing herein contained shall limit or affect the right to serve
8 any process, notice or demand, required or permitted by law to be
9 served upon a corporation in any other manner now or hereafter
10 permitted by law.

11 **Sec. 52.** RCW 24.03.365 and 2004 c 265 s 31 are each amended to
12 read as follows:

13 A foreign corporation authorized to conduct affairs in this state
14 shall procure an amended certificate of authority in the event it
15 changes its corporate name, changes any of the information required by
16 section 5(1) of this act, or desires to pursue in this state other or
17 additional purposes than those set forth in its prior application for
18 a certificate of authority, by making application therefor to the
19 secretary of state.

20 The requirements in respect to the form and contents of such
21 application, the manner of its execution, the filing of the application
22 with the secretary of state, the issuance of an amended certificate of
23 authority and the effect thereof, shall be the same as in the case of
24 an original application for a certificate of authority.

25 **Sec. 53.** RCW 24.03.380 and 2004 c 265 s 32 are each amended to
26 read as follows:

27 (1) The certificate of authority of a foreign corporation to
28 conduct affairs in this state shall be revoked by the secretary of
29 state upon the conditions prescribed in this section when:

30 (a) The corporation has failed to file its annual report within the
31 time required by this chapter, or has failed to pay any fees or
32 penalties prescribed by this chapter when they have become due and
33 payable; or

34 (b) The corporation has failed for thirty days to appoint and
35 maintain a registered agent in this state as required by this chapter;
36 or

1 (c) The corporation has failed, for thirty days after change of its
2 registered agent (~~(or registered office)~~), to file in the office of the
3 secretary of state a statement of such change as required by this
4 chapter; or

5 (d) The corporation has continued to exceed or abuse the authority
6 conferred upon it by this chapter; or

7 (e) A misrepresentation has been made of any material matter in any
8 application, report, affidavit, or other record submitted by such
9 corporation pursuant to this chapter.

10 (2) Prior to revoking a certificate of authority under subsection
11 (1) of this section, the secretary of state shall give the corporation
12 written notice of the corporation's delinquency or omission by first-
13 class mail, postage prepaid, addressed to the corporation's registered
14 agent. If, according to the records of the secretary of state, the
15 corporation does not have a registered agent, the notice may be given
16 by mail addressed to the corporation at its last known address or at
17 the address of any officer or director of the corporation, as shown by
18 the records of the secretary of state. Notice is deemed to have been
19 given five days after the date deposited in the United States mail,
20 correctly addressed, and with correct postage affixed. The notice
21 shall inform the corporation that its certificate of authority shall be
22 revoked at the expiration of sixty days following the date the notice
23 had been deemed to have been given, unless it corrects the delinquency
24 or omission within the sixty-day period.

25 (3) Any notice provided by the secretary of state under this
26 section shall be designed to clearly identify and warn the recipient of
27 the contents thereof. A delinquency notice shall provide a succinct
28 and readable description of the delinquency or omission, the date on
29 which dissolution will occur, and the action necessary to cure the
30 delinquency or omission prior to dissolution.

31 (4) The attorney general may take such action regarding revocation
32 of a certificate of authority as is provided by RCW 24.03.250 for the
33 dissolution of a domestic corporation. The procedures of RCW 24.03.250
34 shall apply to any action under this section. The clerk of any
35 superior court entering a decree of revocation of a certificate of
36 authority shall file a certified copy, without cost or filing fee, with
37 the office of the secretary of state.

1 **Sec. 54.** RCW 24.03.385 and 1986 c 240 s 51 are each amended to
2 read as follows:

3 Upon revoking any certificate of authority under RCW 24.03.380, the
4 secretary of state shall:

5 (1) Issue a certificate of revocation in duplicate.

6 (2) File one of such certificates in the secretary of state's
7 office.

8 (3) Mail the other duplicate certificate to such corporation at its
9 (~~registered~~) principal office in this state or, if there is no
10 (~~registered~~) principal office in this state, to the corporation at
11 the last known address of any officer or director of the corporation,
12 as shown by the records of the secretary of state.

13 Upon the filing of such certificate of revocation, the authority of
14 the corporation to conduct affairs in this state shall cease.

15 **Sec. 55.** RCW 24.03.386 and 1993 c 356 s 8 are each amended to read
16 as follows:

17 (1) A corporation revoked under RCW 24.03.380 may apply to the
18 secretary of state for reinstatement within three years after the
19 effective date of revocation. An application filed within such three-
20 year period may be amended or supplemented and any such amendment or
21 supplement shall be effective as of the date of original filing. The
22 application filed under this section shall be filed under and by
23 authority of an officer of the corporation.

24 (2) The application shall:

25 (a) State the name of the corporation and, if applicable, the name
26 the corporation had elected to use in this state at the time of
27 revocation, and the effective date of its revocation;

28 (b) Provide an explanation to show that the grounds for revocation
29 either did not exist or have been eliminated;

30 (c) State the name of the corporation at the time of reinstatement
31 and, if applicable, the name the corporation elects to use in this
32 state at the time of reinstatement which may be reserved under RCW
33 24.03.046;

34 (d) Appoint a registered agent (~~and state the registered office~~
35 ~~address under RCW 24.03.340~~) under section 5(1) of this act; and

36 (e) Be accompanied by payment of applicable fees and penalties.

1 (3) If the secretary of state determines that the application
2 conforms to law, and that all applicable fees have been paid, the
3 secretary of state shall cancel the certificate of revocation, prepare
4 and file a certificate of reinstatement, and mail a copy of the
5 certificate of reinstatement to the corporation.

6 (4) Reinstatement under this section relates back to and takes
7 effect as of the date of revocation. The corporate authority shall be
8 deemed to have continued without interruption from that date.

9 (5) In the event the application for reinstatement states a
10 corporate name which the secretary of state finds to be contrary to the
11 requirements of RCW 24.03.046, the application, amended application, or
12 supplemental application shall be amended to adopt another corporate
13 name which is in compliance with RCW 24.03.046. In the event the
14 reinstatement application so adopts a new corporate name for use in
15 Washington, the application for authority shall be deemed to have been
16 amended to change the corporation's name to the name so adopted for use
17 in Washington, effective as of the effective date of the certificate of
18 reinstatement.

19 **Sec. 56.** RCW 24.03.395 and 1993 c 356 s 10 are each amended to
20 read as follows:

21 Each domestic corporation, and each foreign corporation authorized
22 to conduct affairs in this state, shall file, within the time
23 prescribed by this chapter, an annual report in the form prescribed by
24 the secretary of state. The secretary may by rule provide that a
25 biennial filing meets this requirement. The report shall set forth:

26 (1) The name of the corporation (~~(and the state or country)~~);

27 (2) The jurisdiction under the laws of which it is incorporated;
28 ~~((2) The address of the registered office of the corporation in~~
29 ~~this state including street and number and the name of its registered~~
30 ~~agent in this state at such address, and, in the case of a foreign~~
31 ~~corporation, the address of its principal office;))~~

32 (3) The information required by section 5(1) of this act;

33 (4) A brief statement of the character of the affairs which the
34 corporation is actually conducting, or, in the case of a foreign
35 corporation, which the corporation is actually conducting in this
36 state;

37 ~~((4))~~ (5) The address of its principal office, wherever located;

1 (6) The names ~~((and respective addresses))~~ of the ~~((directors and))~~
2 principal officers ~~((of the corporation))~~;

3 (7) The names of the directors; and

4 ~~((+5+))~~ (8) The corporation's unified business identifier number.

5 The information shall be given as of the date of the execution of
6 the report. It shall be executed by the corporation by an officer of
7 the corporation, or, if the corporation is in the hands of a receiver
8 or trustee, it shall be executed on behalf of the corporation by such
9 receiver or trustee.

10 The secretary of state may provide that correction or updating of
11 information appearing on previous annual or biennial filings is
12 sufficient to constitute the current filing.

13 **Sec. 57.** RCW 24.03.400 and 1993 c 356 s 11 are each amended to
14 read as follows:

15 Not less than thirty days prior to a corporation's renewal date, or
16 by December 1 of each year for a nonstaggered renewal, the secretary of
17 state shall mail to each domestic and foreign corporation, by first-
18 class mail addressed to its ~~((registered))~~ principal office, a notice
19 that its annual or biennial report must be filed as required by this
20 chapter, and stating that if it fails to file its annual or biennial
21 report it shall be dissolved or its certificate of authority revoked,
22 as the case may be. Failure of the secretary of state to mail any such
23 notice shall not relieve a corporation from its obligation to file the
24 annual or biennial reports required by this chapter.

25 Such report of a domestic or foreign corporation shall be delivered
26 to the secretary of state between the first day of January and the
27 first day of March of each year, or on an annual or biennial renewal
28 date as the secretary of state may establish. The secretary of state
29 may adopt rules to establish biennial reporting dates and to stagger
30 reporting dates.

31 If the secretary of state finds that such report substantially
32 conforms to the requirements of this chapter, the secretary of state
33 shall file the same.

34 **Sec. 58.** RCW 24.03.405 and 1993 c 269 s 5 are each amended to read
35 as follows:

36 (1) The secretary of state shall charge and collect for:

1 (a) Filing articles of incorporation, thirty dollars.

2 (b) Filing an annual report of a domestic or foreign corporation,
3 ten dollars.

4 (c) Filing an application of a foreign corporation for a
5 certificate of authority to conduct affairs in this state, thirty
6 dollars.

7 (2) The secretary of state shall establish by rule, fees for the
8 following:

9 (a) An application for reinstatement under RCW 24.03.386.

10 (b) Filing articles of amendment or restatement or an amendment or
11 supplement to an application for reinstatement.

12 (c) Filing articles of merger or consolidation.

13 ~~((Filing a statement of change of address of registered office~~
14 ~~or change of registered agent, or revocation, resignation, or any~~
15 ~~combination of these. A separate fee for filing such statement shall~~
16 ~~not be charged if the statement appears in an amendment to articles of~~
17 ~~incorporation or in conjunction with the filing of the annual report.~~

18 ~~(e))~~ Filing articles of dissolution, no fee.

19 ~~((f))~~ (e) Filing an application of a foreign corporation for an
20 amended certificate of authority to conduct affairs in this state.

21 ~~((g))~~ (f) Filing an application for withdrawal of a foreign
22 corporation and issuing a certificate of withdrawal, no fee.

23 ~~((h) Filing a certificate by a foreign corporation of the~~
24 ~~appointment of a registered agent. A separate fee for filing such~~
25 ~~certificate shall not be charged if the statement appears in~~
26 ~~conjunction with the filing of the annual report.~~

27 ~~(i))~~ (g) Filing a certificate of election adopting the provisions
28 of chapter 24.03 RCW.

29 ~~((j))~~ (h) Filing an application to reserve a corporate name.

30 ~~((k))~~ (i) Filing a notice of transfer of a reserved corporate
31 name.

32 ~~((l))~~ (j) Filing a name registration.

33 ~~((m))~~ (k) Filing any other statement or report authorized for
34 filing under this chapter.

35 (3) Fees shall be adjusted by rule only in an amount that does not
36 exceed the average biennial increase in the cost of providing service.
37 This shall be determined in a ~~((biannual-[biennial]))~~ biennial cost
38 study performed by the secretary.

1 **Sec. 59.** RCW 24.03.915 and 1982 c 35 s 117 are each amended to
2 read as follows:

3 (1) The secretary of state shall notify all existing nonprofit
4 corporations thirty days prior to the effective date of this chapter,
5 that in the event they fail to appoint a registered agent as provided
6 in chapter 163, Laws of 1969 ex. sess. within ninety days following the
7 effective date of chapter 163, Laws of 1969 ex. sess., they shall
8 thereupon cease to exist.

9 (2) If the notification provided under subsection (1) of this
10 section, from the secretary of state to any corporation was or has been
11 returned unclaimed or undeliverable, the secretary of state shall
12 proceed to dissolve the corporation by striking the name of such
13 corporation from the records of active corporations.

14 (3) Corporations dissolved under subsection (2) of this section may
15 be reinstated at any time within three years of the dissolution action
16 by the secretary of state. The corporation shall be reinstated by
17 filing a request for reinstatement, (~~((by appointment of a registered~~
18 ~~agent and designation of a registered office as required by this~~
19 ~~chapter))~~ the information required by section 5(1) of this act, and by
20 filing an annual report for the reinstatement year. No fees may be
21 charged for reinstatements under this section. If, during the period
22 of dissolution, another person or corporation has reserved or adopted
23 a corporate name which is identical to or deceptively similar to the
24 dissolved corporation's name, the corporation seeking reinstatement
25 shall be required to adopt another name consistent with the
26 requirements of this chapter and to amend its articles of incorporation
27 accordingly.

28 **Sec. 60.** RCW 25.05.500 and 1998 c 103 s 1101 are each amended to
29 read as follows:

30 (1) A partnership which is not a limited liability partnership on
31 June 11, 1998, may become a limited liability partnership upon the
32 approval of the terms and conditions upon which it becomes a limited
33 liability partnership by the vote necessary to amend the partnership
34 agreement except, in the case of a partnership agreement that expressly
35 considers obligations to contribute to the partnership, the vote
36 necessary to amend those provisions, and by filing the applications

1 required by subsection (2) of this section. A partnership which is a
2 limited liability partnership on June 11, 1998, continues as a limited
3 liability partnership under this chapter.

4 (2) To become and to continue as a limited liability partnership,
5 a partnership shall file with the secretary of state an application
6 stating the name of the partnership; the address of its principal
7 office; if the partnership's principal office is not located in this
8 state, the ~~((address of a registered office and the name and address of~~
9 ~~a registered agent for service of process in this state which the~~
10 ~~partnership will be required to maintain))~~ information required by
11 section 5(1) of this act; the number of partners; a brief statement of
12 the business in which the partnership engages; any other matters that
13 the partnership determines to include; and that the partnership thereby
14 applies for status as a limited liability partnership.

15 (3) The application shall be accompanied by a fee of one hundred
16 seventy-five dollars for each partnership.

17 (4) The secretary of state shall register as a limited liability
18 partnership any partnership that submits a completed application with
19 the required fee.

20 (5) A partnership registered under this section shall pay an annual
21 fee, in each year following the year in which its application is filed,
22 on a date and in an amount specified by the secretary of state. The
23 fee must be accompanied by a notice, on a form provided by the
24 secretary of state, of the number of partners currently in the
25 partnership and of any material changes in the information contained in
26 the partnership's application for registration.

27 (6) Registration is effective immediately after the date an
28 application is filed, and remains effective until:

29 (a) It is voluntarily withdrawn by filing with the secretary of
30 state a written withdrawal notice executed by a majority of the
31 partners or by one or more partners or other persons authorized to
32 execute a withdrawal notice; or

33 (b) Thirty days after receipt by the partnership of a notice from
34 the secretary of state, which notice shall be sent by first-class mail,
35 postage prepaid, that the partnership has failed to make timely payment
36 of the annual fee specified in subsection (5) of this section, unless
37 the fee is paid within such a thirty-day period.

(7) The status of a partnership as a limited liability partnership, and the liability of the partners thereof, shall not be affected by: (a) Errors in the information stated in an application under subsection (2) of this section or a notice under subsection (6) of this section; or (b) changes after the filing of such an application or notice in the information stated in the application or notice.

(8) The secretary of state may provide forms for the application under subsection (2) of this section or a notice under subsection (6) of this section.

Sec. 61. RCW 25.10.005 and 1998 c 277 s 5 are each amended to read as follows:

(1) A limited partnership formed or registered under this chapter shall deliver to the secretary of state for filing periodic reports that set forth:

(a) The name of the limited partnership;

(b) The ~~((street address of its registered office and the name of its registered agent in this state))~~ information required by section 5(1) of this act;

(c) In the case of a foreign limited partnership, the address of its principle office in the state or country under the laws of which it is formed; and

(d) The address of the principle place of business of the limited partnership in this state.

(2) Periodic reports are due every five years on the anniversary date of the formation or registration of the limited partnership. The secretary of state may provide by rule for a longer period of time between reports. Periodic reports must be accompanied by a fee equal to the corporation license fee under Title 23B RCW.

(3) As to limited partnerships formed or registered before June 11, 1998, the secretary of state shall provide by administrative rule for a schedule under which the first reports under this section shall be due. The reports may not be due earlier than one year after June 11, 1998.

Sec. 62. RCW 25.10.040 and 1987 c 55 s 3 are each amended to read as follows:

~~((1))~~ Each limited partnership shall continuously maintain in

1 this state an office which may but need not be a place of its business
2 in this state, at which shall be kept the records required by RCW
3 25.10.050 to be maintained. The office shall be at a specific
4 geographical location in this state and be identified by number, if
5 any, and street or building address or rural route or other
6 geographical address. The office shall not be identified only by post
7 office box number or other nongeographic address. For purposes of
8 communicating by mail, the secretary of state may permit the use of a
9 post office address in conjunction with the office address.

10 ~~((2) Each limited partnership shall continuously maintain in this~~
11 ~~state an agent for service of process on the limited partnership, which~~
12 ~~agent must be an individual resident of this state, a domestic~~
13 ~~corporation, or a foreign corporation authorized to do business in this~~
14 ~~state. The agent may, but need not, be located at the office~~
15 ~~identified in RCW 25.10.040(1). The agent's address shall be at a~~
16 ~~specific geographical location in this state and be identified by~~
17 ~~number, if any, and street or building address or rural route or other~~
18 ~~geographical address. The agent's address shall not be identified only~~
19 ~~by post office box number or other nongeographic address. For purposes~~
20 ~~of communicating by mail, the secretary of state may permit the use of~~
21 ~~a post office address in conjunction with the agent's geographic~~
22 ~~address.~~

23 ~~(3) A registered agent shall not be appointed without having given~~
24 ~~prior written consent to the appointment. The written consent shall be~~
25 ~~filed with the secretary of state in such form as the secretary may~~
26 ~~prescribe. The written consent shall be filed with or as a part of the~~
27 ~~document first appointing a registered agent. In the event any~~
28 ~~individual or corporation has been appointed agent without consent,~~
29 ~~that person or corporation may file a notarized statement attesting to~~
30 ~~that fact, and the name shall forthwith be removed from the records of~~
31 ~~the secretary of state. The registered agent so appointed by a limited~~
32 ~~partnership shall be an agent of such limited partnership upon whom any~~
33 ~~process, notice, or demand required or permitted by law to be served~~
34 ~~upon the limited partnership may be served. If a limited partnership~~
35 ~~fails to appoint or maintain a registered agent in this state, or if~~
36 ~~its registered agent cannot with reasonable diligence be found, then~~
37 ~~the secretary of state shall be an agent of such limited partnership~~
38 ~~upon whom any such process, notice, or demand may be served. Service~~

1 on the secretary of state of any such process, notice, or demand shall
2 be made by delivering to and leaving with the secretary of state, or
3 with any authorized clerk of the corporation department of the
4 secretary of state's office, duplicate copies of such process, notice,
5 or demand. In the event any such process, notice, or demand is served
6 on the secretary of state, the secretary of state shall immediately
7 cause one of the copies thereof to be forwarded by certified mail,
8 addressed to the limited partnership at the office referred to in RCW
9 25.10.040(1). Any service so had on the secretary of state shall be
10 returnable in no fewer than thirty days.

11 The secretary of state shall keep a record of all processes,
12 notices, and demands served upon the secretary of state under this
13 section, and shall record therein the time of such service and the
14 secretary of state's action with reference thereto.

15 Nothing in this section limits or affects the right to serve any
16 process, notice, or demand required or permitted by law to be served
17 upon a limited partnership in any other manner now or hereafter
18 permitted by law.

19 Any registered agent may resign as such agent upon filing a written
20 notice thereof, executed in duplicate, with the secretary of state, who
21 shall forthwith mail one copy thereof to the limited partnership. The
22 appointment of such agent shall terminate upon the expiration of thirty
23 days after receipt of such notice by the secretary of state.))

24 **Sec. 63.** RCW 25.10.080 and 2000 c 169 s 5 are each amended to read
25 as follows:

26 (1) In order to form a limited partnership a certificate of limited
27 partnership must be executed and duplicate originals filed in the
28 office of the secretary of state. The certificate shall set forth:

29 (a) The name of the limited partnership;

30 (b) The address of the office for records and the ((name and
31 address of the agent for service of process appointed pursuant to RCW
32 25.10.040)) information required by section 5(1) of this act;

33 (c) The name and the geographical and mailing addresses of each
34 general partner;

35 (d) If the limited partnership is to have a specific date of
36 dissolution, the latest date upon which the limited partnership is to
37 dissolve; and

1 (e) Any other matters the general partners determine to include
2 therein.

3 (2) A limited partnership is formed at the time of the filing of
4 the certificate of limited partnership in the office of the secretary
5 of state or at any later time specified in the certificate of limited
6 partnership if, in either case, there has been substantial compliance
7 with the requirements of this section.

8 **Sec. 64.** RCW 25.10.453 and 1998 c 277 s 3 are each amended to read
9 as follows:

10 The secretary of state may commence a proceeding under RCW
11 25.10.455 to administratively dissolve a limited partnership if:

12 (1) An amendment to the certificate of limited partnership required
13 by RCW 25.10.090(2)(c) is not filed when specified by that provision;

14 (2) The limited partnership is without a registered agent (~~or~~
15 ~~registered office~~) in this state for sixty days or more;

16 (3) The limited partnership does not notify the secretary of state
17 within sixty days that its registered agent (~~or registered office~~)
18 has been changed(~~(,)~~) or that its registered agent has resigned(~~(, or~~
19 ~~that its registered office has been discontinued)~~); or

20 (4) The limited partnership does not deliver its completed periodic
21 report to the secretary of state when it is due.

22 **Sec. 65.** RCW 25.10.490 and 1987 c 55 s 33 are each amended to read
23 as follows:

24 Before transacting business in this state, a foreign limited
25 partnership shall register with the secretary of state. In order to
26 register, a foreign limited partnership shall submit to the secretary
27 of state, in duplicate, an application for registration as a foreign
28 limited partnership, signed and sworn to by a general partner and
29 setting forth:

30 (1) The name of the foreign limited partnership as set forth in its
31 certificate of limited partnership and, if different, the name under
32 which it proposes to register and transact business in this state;

33 (2) The state, province, or other jurisdiction under which the
34 foreign limited partnership was organized and the date of its
35 formation;

1 ~~(3) The ((name and address of any agent for service of process on~~
2 ~~the foreign limited partnership whom the foreign limited partnership~~
3 ~~appoints pursuant to RCW 25.10.040(2) and (3). The agent must be an~~
4 ~~individual resident of this state, a domestic corporation, or a foreign~~
5 ~~corporation having a place of business in, and authorized to do~~
6 ~~business in this state;~~

7 ~~(4) A statement that the secretary of state is appointed the agent~~
8 ~~of the foreign limited partnership for service of process if the~~
9 ~~agent's authority has been revoked or if the agent cannot be found or~~
10 ~~served with the exercise of reasonable diligence))~~ information required
11 by section 5(1) of this act;

12 ~~((+5))~~ (4) The address of the office required to be maintained in
13 the state or other jurisdiction of its organization by the laws of that
14 state or other jurisdiction or, if not so required, of the principal
15 office of the foreign limited partnership;

16 ~~((+6))~~ (5) The name and business address of each general partner;

17 ~~((+7))~~ (6) The addresses of the office at which a list is kept of
18 the names and addresses of the limited partners and their capital
19 contributions, together with an undertaking by the foreign limited
20 partnership to keep those records until the foreign limited
21 partnership's registration in this state is canceled; and

22 ~~((+8))~~ (7) If the foreign limited partnership was organized under
23 laws of a jurisdiction other than another state, a copy of a written
24 partnership agreement, in English language.

25 **Sec. 66.** RCW 25.10.553 and 1998 c 277 s 4 are each amended to read
26 as follows:

27 The secretary of state may commence a proceeding under RCW
28 25.10.555 to revoke registration of a foreign limited partnership
29 authorized to transact business in this state if:

30 (1) The foreign limited partnership is without a registered agent
31 ~~((or registered office))~~ in this state for sixty days or more;

32 (2) The foreign limited partnership does not ~~((inform the secretary~~
33 ~~of state under RCW 25.10.520 that its registered agent or registered~~
34 ~~office has changed, that its registered agent has resigned, or that its~~
35 ~~registered office has been discontinued))~~ deliver for filing a
36 statement of change under section 8 of this act within sixty days of
37 the change(~~(, resignation, or discontinuance))~~);

1 (3) A general partner or other agent of the foreign limited
2 partnership signed a document knowing it was false in any material
3 respect with intent that the document be delivered to the secretary of
4 state for filing;

5 (4) The secretary of state receives a duly authenticated
6 certificate from the secretary of state or other official having
7 custody of partnership records in the jurisdiction under which the
8 foreign limited partnership was organized stating that the foreign
9 limited partnership has been dissolved or its limited partnership
10 certificate canceled; or

11 (5) The foreign limited partnership does not deliver its completed
12 periodic report to the secretary of state when it is due.

13 **Sec. 67.** RCW 25.10.950 and 1991 c 269 s 27 are each amended to
14 read as follows:

15 (1) If a demand for payment under RCW 25.10.945 remains unsettled,
16 the limited partnership shall commence a proceeding within sixty days
17 after receiving the payment demand and petition the court to determine
18 the fair value of the partnership interest and accrued interest. If
19 the limited partnership does not commence the proceeding within the
20 sixty-day period, it shall pay each dissenter whose demand remains
21 unsettled the amount demanded.

22 (2) The limited partnership shall commence the proceeding in the
23 superior court. If the limited partnership is a domestic limited
24 partnership, it shall commence the proceeding in the county where its
25 office is maintained as required by RCW 25.10.040(~~((+17))~~). If the
26 limited partnership is a domestic corporation, it shall commence the
27 proceeding in the county where its principal office, as defined in RCW
28 23B.01.400(~~((+17))~~) (22), is located, or if none is in this state, (~~((its~~
29 ~~registered office under RCW 23B.05.010))~~ in Thurston county. If the
30 limited partnership is a foreign limited partnership or corporation
31 without a (~~((registered))~~) principal office in this state, it shall
32 commence the proceeding in the county in this state where the office of
33 the domestic limited partnership maintained pursuant to RCW
34 25.10.040(~~((+17))~~) merged with the foreign limited partnership or foreign
35 corporation was located.

36 (3) The limited partnership shall make all dissenters (whether or
37 not residents of this state) whose demands remain unsettled parties to

1 the proceeding as in an action against their partnership interests and
2 all parties must be served with a copy of the petition. Nonresidents
3 may be served by registered or certified mail or by publication as
4 provided by law.

5 (4) The limited partnership may join as a party to the proceeding
6 any partner who claims to be a dissenter but who has not, in the
7 opinion of the limited partnership, complied with the provisions of
8 this chapter. If the court determines that such partner has not
9 complied with the provisions of this article, the partner shall be
10 dismissed as a party.

11 (5) The jurisdiction of the court in which the proceeding is
12 commenced is plenary and exclusive. The court may appoint one or more
13 persons as appraisers to receive evidence and recommend decisions on
14 the question of fair value. The appraisers have the powers described
15 in the order appointing them or in any amendment to it. The dissenters
16 are entitled to the same discovery rights as parties in other civil
17 proceedings.

18 (6) Each dissenter made a party to the proceeding is entitled to
19 judgment for the amount, if any, by which the court finds the fair
20 value of the dissenter's partnership interest, plus interest, exceeds
21 the amount paid by the limited partnership.

22 **Sec. 68.** RCW 25.15.070 and 1994 c 211 s 201 are each amended to
23 read as follows:

24 (1) In order to form a limited liability company, one or more
25 persons must execute a certificate of formation. The certificate of
26 formation shall be filed in the office of the secretary of state and
27 set forth:

28 (a) The name of the limited liability company;

29 (b) The ~~((address of the registered office and the name and address~~
30 ~~of the registered agent for service of process required to be~~
31 ~~maintained by RCW 25.15.020))~~ information required by section 5(1) of
32 this act;

33 (c) The address of the principal place of business of the limited
34 liability company;

35 (d) If the limited liability company is to have a specific date of
36 dissolution, the latest date on which the limited liability company is
37 to dissolve;

1 (e) If management of the limited liability company is vested in a
2 manager or managers, a statement to that effect;

3 (f) Any other matters the members decide to include therein; and

4 (g) The name and address of each person executing the certificate
5 of formation.

6 (2) Effect of filing:

7 (a) Unless a delayed effective date is specified, a limited
8 liability company is formed when its certificate of formation is filed
9 by the secretary of state. A delayed effective date for a certificate
10 of formation may be no later than the ninetieth day after the date it
11 is filed.

12 (b) The secretary of state's filing of the certificate of formation
13 is conclusive proof that the persons executing the certificate
14 satisfied all conditions precedent to the formation except in a
15 proceeding by the state to cancel the certificate.

16 (c) A limited liability company formed under this chapter shall be
17 a separate legal entity, the existence of which as a separate legal
18 entity shall continue until cancellation of the limited liability
19 company's certificate of formation.

20 **Sec. 69.** RCW 25.15.105 and 2001 c 307 s 2 are each amended to read
21 as follows:

22 (1) Each domestic limited liability company, and each foreign
23 limited liability company authorized to transact business in this
24 state, shall deliver to the secretary of state for filing, both initial
25 and annual reports that set forth:

26 (a) The name of the company (~~((and the state or country))~~);

27 (b) The jurisdiction under whose law it is organized;

28 ~~((b) The street address of its registered office and the name of
29 its registered agent at that office in this state;~~

30 ~~((c) In the case of a foreign company, the address of its principal
31 office in the state or country under the laws of which it is
32 organized;))~~

33 (c) The information required by section 5(1) of this act;

34 (d) The address of ~~((the))~~ its principal ~~((place of business of the
35 company in this state))~~ office, wherever located;

36 (e) The names ~~((and addresses))~~ of the company's members, or if the

1 management of the company is vested in a manager or managers, then the
2 name (~~(and address)~~) of its manager or managers; and

3 (f) A brief description of the nature of its business.

4 (2) Information in an initial report or an annual report must be
5 current as of the date the report is executed on behalf of the company.

6 (3) A company's initial report must be delivered to the secretary
7 of state within one hundred twenty days of the date on which a domestic
8 company's certificate of formation was filed, or on which a foreign
9 company's application for registration was submitted. Subsequent
10 annual reports must be delivered to the secretary of state on a date
11 determined by the secretary of state, and at such additional times as
12 the company elects.

13 (4)(a) The secretary of state may allow a company to file an annual
14 report through electronic means. If allowed, the secretary of state
15 shall adopt rules detailing the circumstances under which the
16 electronic filing of such reports shall be permitted and how such
17 reports may be filed.

18 (b) For purposes of this section only, a person executing an
19 electronically filed annual report may deliver the report to the office
20 of the secretary of state without a signature and without an exact or
21 conformed copy, but the person's name must appear in the electronic
22 filing as the person executing the filing, and the filing must state
23 the capacity in which the person is executing the filing.

24 **Sec. 70.** RCW 25.15.280 and 1995 c 337 s 20 are each amended to
25 read as follows:

26 The secretary of state may commence a proceeding under RCW
27 25.15.285 to administratively dissolve a limited liability company if:

28 (1) The limited liability company does not pay any license fees or
29 penalties, imposed by this chapter, when they become due;

30 (2) The limited liability company does not deliver its completed
31 initial report or annual report to the secretary of state when it is
32 due;

33 (3) The limited liability company is without a registered agent
34 (~~(or registered office)~~) in this state for sixty days or more; or

35 (4) The limited liability company does not notify the secretary of
36 state within sixty days that its registered agent (~~(or registered~~

office)) has been changed(~~(7)~~) or that its registered agent has resigned(~~(7 or that its registered office has been discontinued)~~)).

Sec. 71. RCW 25.15.315 and 1994 c 211 s 902 are each amended to read as follows:

Before doing business in this state, a foreign limited liability company shall register with the secretary of state. In order to register, a foreign limited liability company shall submit to the secretary of state, an application for registration as a foreign limited liability company executed by any member or manager of the foreign limited liability company, setting forth:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to register and do business in this state;

(2) The state, territory, possession, or other jurisdiction or country where formed, the date of its formation and a duly authenticated statement from the secretary of state or other official having custody of limited liability company records in the jurisdiction under whose law it was formed, that as of the date of filing the foreign limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation;

(3) The nature of the business or purposes to be conducted or promoted in this state;

(4) The ~~((address of the registered office and the name and address of the registered agent for service of process required to be maintained by RCW 25.15.325(2))~~) information required by section 5(1) of this act;

(5) The address of the principal place of business of the foreign limited liability company; and

(6) ~~((A statement that the secretary of state is appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in RCW 25.15.355(2); and~~

~~(7))~~) The date on which the foreign limited liability company first did, or intends to do, business in this state.

Sec. 72. RCW 25.15.325 and 2002 c 74 s 19 are each amended to read as follows:

~~((1))~~) A foreign limited liability company may register with the

1 secretary of state under any name (whether or not it is the name under
2 which it is registered in the jurisdiction of its formation) that
3 includes the words "Limited Liability Company," the words "Limited
4 Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or
5 "LLC" and that could be registered by a domestic limited liability
6 company. A foreign limited liability company may apply to the
7 secretary of state for authorization to use a name which is not
8 distinguishable upon the records of the office of the secretary of
9 state from the names described in RCW 23B.04.010 and 25.10.020, and the
10 names of any domestic or foreign limited liability company reserved,
11 registered, or formed under the laws of this state. The secretary of
12 state shall authorize use of the name applied for if the other
13 corporation, limited liability company, limited liability partnership,
14 or limited partnership consents in writing to the use and files with
15 the secretary of state documents necessary to change its name, or the
16 name reserved or registered to a name that is distinguishable upon the
17 records of the secretary of state from the name of the applying foreign
18 limited liability company.

19 ~~((2) Each foreign limited liability company shall continuously~~
20 ~~maintain in this state:~~

21 ~~(a) A registered office, which may but need not be a place of its~~
22 ~~business in this state. The registered office shall be at a specific~~
23 ~~geographic location in this state, and be identified by number, if any,~~
24 ~~and street, or building address or rural route, or, if a commonly known~~
25 ~~street or rural route address does not exist, by legal description. A~~
26 ~~registered office may not be identified by post office box number or~~
27 ~~other nongeographic address. For purposes of communicating by mail,~~
28 ~~the secretary of state may permit the use of a post office address in~~
29 ~~conjunction with the registered office address if the foreign limited~~
30 ~~liability company also maintains on file the specific geographic~~
31 ~~address of the registered office where personal service of process may~~
32 ~~be made:~~

33 ~~(b) A registered agent for service of process on the foreign~~
34 ~~limited liability company, which agent may be either an individual~~
35 ~~resident of this state whose business office is identical with the~~
36 ~~foreign limited liability company's registered office, or a domestic~~
37 ~~corporation, a limited partnership or limited liability company, or a~~

~~foreign corporation authorized to do business in this state having a business office identical with such registered office; and~~

~~(c) A registered agent who shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filled with or as a part of the document first appointing a registered agent. In the event any individual, limited liability company, limited partnership, or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state.~~

~~(3) A foreign limited liability company may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth:~~

~~(a) The name of the foreign limited liability company;~~

~~(b) If the current registered office is to be changed, the street address of the new registered office in accord with subsection (2)(a) of this section;~~

~~(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent, either on the statement or attached to it, to the appointment; and~~

~~(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.~~

~~(4) If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any foreign limited liability company for which the agent is the registered agent by notifying the foreign limited liability company in writing of the change and signing, either manually or in facsimile, and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (3) of this section and recites that the foreign limited liability company has been notified of the change.~~

~~(5) A registered agent of any foreign limited liability company may resign as agent by signing and delivering to the secretary of state for filing a statement that the registered office is also discontinued. After filing the statement the secretary of state shall mail a copy of~~

1 the statement to the foreign limited liability company at its principal
2 place of business shown in its application for certificate of
3 registration if no annual report has been filed. The agency
4 appointment is terminated, and the registered office discontinued if so
5 provided, on the thirty first day after the date on which the statement
6 was filed.))

7 **Sec. 73.** RCW 25.15.365 and 1996 c 231 s 11 are each amended to
8 read as follows:

9 The secretary of state may commence a proceeding under ((~~section 11~~
10 ~~of this act~~)) RCW 25.15.366 to revoke registration of a foreign limited
11 liability company authorized to transact business in this state if:

12 (1) The foreign limited liability company is without a registered
13 agent ((~~or registered office~~)) in this state for sixty days or more;

14 (2) The foreign limited liability company does not ((~~inform the~~
15 ~~secretary of state under RCW 25.15.330 that its registered agent or~~
16 ~~registered office has changed, that its registered agent has resigned,~~
17 ~~or that its registered office has been discontinued~~)) file a statement
18 of change in the name or business address of the agent as required by
19 section 8 of this act within sixty days of the change((~~, resignation,~~
20 ~~or discontinuance~~));

21 (3) A manager or other agent of the foreign limited liability
22 company signed a document knowing it was false in any material respect
23 with intent that the document be delivered to the secretary of state
24 for filing; or

25 (4) The secretary of state receives a duly authenticated
26 certificate from the secretary of state or other official having
27 custody of limited liability company records in the jurisdiction under
28 which the foreign limited liability company was organized stating that
29 the foreign limited liability company has been dissolved or its
30 certificate or articles of formation canceled.

31 **Sec. 74.** RCW 25.15.366 and 1996 c 231 s 12 are each amended to
32 read as follows:

33 (1) If the secretary of state determines that one or more grounds
34 exist under ((~~section 10 of this act~~)) RCW 25.15.365 for revocation of
35 a foreign limited liability company's registration, the secretary of
36 state shall give the foreign limited liability company written notice

1 of the determination by (~~first-class mail, postage prepaid~~) service
2 in accordance with section 13 of this act, stating in the notice the
3 ground or grounds for and effective date of the secretary of state's
4 determination, which date shall not be earlier than the date on which
5 the notice is mailed.

6 (2) If the foreign limited liability company does not correct each
7 ground for revocation or demonstrate to the reasonable satisfaction of
8 the secretary of state that each ground determined by the secretary of
9 state does not exist within sixty days after notice is effective, the
10 secretary of state shall revoke the foreign limited liability company's
11 registration by signing a certificate of revocation that recites the
12 ground or grounds for revocation and its effective date. The secretary
13 of state shall file the original of the certificate and mail a copy to
14 the foreign limited liability company.

15 (~~(3) (Documents to be mailed by the secretary of state to a foreign~~
16 ~~limited liability company for which provision is made in this section~~
17 ~~shall be sent to the foreign limited liability company at the address~~
18 ~~of the agent for service of process contained in the application or~~
19 ~~certificate of this limited liability company which is most recently~~
20 ~~filed with the secretary of state.~~

21 ~~(4))~~ The authority of a foreign limited liability company to
22 transact business in this state ceases on the date shown on the
23 certificate revoking its registration.

24 (~~(5))~~ (4) The secretary of state's revocation of a foreign
25 limited liability company's registration appoints the secretary of
26 state the foreign limited liability company's agent for service of
27 process in any proceeding based on a cause of action which arose during
28 the time the foreign limited liability company was authorized to
29 transact business in this state.

30 (~~(6))~~ (5) Revocation of a foreign limited liability company's
31 registration does not terminate the authority of the registered agent
32 of the foreign limited liability company.

33 **Sec. 75.** RCW 25.15.475 and 1994 c 211 s 1211 are each amended to
34 read as follows:

35 (1) If a demand for payment under RCW 25.15.450 remains unsettled,
36 the limited liability company shall commence a proceeding within sixty
37 days after receiving the payment demand and petition the court to

1 determine the fair value of the dissenting member's interest in the
2 limited liability company, and accrued interest. If the limited
3 liability company does not commence the proceeding within the sixty-day
4 period, it shall pay each dissenter whose demand remains unsettled the
5 amount demanded.

6 (2) The limited liability company shall commence the proceeding in
7 the superior court. If the limited liability company is a domestic
8 limited liability company, it shall commence the proceeding in the
9 county where its (~~registered~~) principal office is maintained.

10 (3) The limited liability company shall make all dissenters
11 (whether or not residents of this state) whose demands remain unsettled
12 parties to the proceeding as in an action against their membership
13 interests in the limited liability company and all parties must be
14 served with a copy of the petition. Nonresidents may be served by
15 registered or certified mail or by publication as provided by law.

16 (4) The limited liability company may join as a party to the
17 proceeding any member who claims to be a dissenter but who has not, in
18 the opinion of the limited liability company, complied with the
19 provisions of this article. If the court determines that such member
20 has not complied with the provisions of this article, the member shall
21 be dismissed as a party.

22 (5) The jurisdiction of the court in which the proceeding is
23 commenced is plenary and exclusive. The court may appoint one or more
24 persons as appraisers to receive evidence and recommend decisions on
25 the question of fair value. The appraisers have the powers described
26 in the order appointing them or in any amendment to it. The dissenters
27 are entitled to the same discovery rights as parties in other civil
28 proceedings.

29 (6) Each dissenter made a party to the proceeding is entitled to
30 judgment for the amount, if any, by which the court finds the fair
31 value of the dissenter's membership interest in the limited liability
32 company, plus interest, exceeds the amount paid by the limited
33 liability company.

34 NEW SECTION. **Sec. 76.** The following acts or parts of acts are
35 each repealed:

36 (1) RCW 23B.05.010 (Registered office and registered agent) and
37 2002 c 297 s 15 & 1989 c 165 s 40;

(2) RCW 23B.05.020 (Change of registered office or registered agent) and 2002 c 297 s 16 & 1989 c 165 s 41;

(3) RCW 23B.05.030 (Resignation of registered agent) and 1989 c 165 s 42;

(4) RCW 23B.05.040 (Service on corporation) and 1989 c 165 s 43;

(5) RCW 23B.15.070 (Registered office and registered agent of foreign corporation) and 2002 c 297 s 43 & 1989 c 165 s 175;

(6) RCW 23B.15.080 (Change of registered office or registered agent of foreign corporation) and 2002 c 297 s 44 & 1989 c 165 s 176;

(7) RCW 23B.15.090 (Resignation of registered agent of foreign corporation) and 1989 c 165 s 177;

(8) RCW 24.03.050 (Registered office and registered agent) and 2004 c 265 s 8, 1986 c 240 s 9, 1982 c 35 s 80, 1969 ex.s. c 163 s 1, & 1967 c 235 s 11;

(9) RCW 24.03.055 (Change of registered office or registered agent) and 2004 c 265 s 9, 1993 c 356 s 3, 1986 c 240 s 10, 1982 c 35 s 81, & 1967 c 235 s 12;

(10) RCW 24.03.060 (Service of process on corporation) and 1986 c 240 s 11, 1982 c 35 s 82, & 1967 c 235 s 13;

(11) RCW 24.03.340 (Registered office and registered agent of foreign corporation) and 2004 c 265 s 29, 1982 c 35 s 101, & 1967 c 235 s 69;

(12) RCW 24.03.345 (Change of registered office or registered agent of foreign corporation) and 2004 c 265 s 30, 1993 c 356 s 6, 1986 c 240 s 47, 1982 c 35 s 102, & 1967 c 235 s 70;

(13) RCW 25.15.020 (Registered office--Registered agent) and 2002 c 74 s 16, 1996 c 231 s 6, & 1994 c 211 s 104;

(14) RCW 25.15.025 (Service of process on domestic limited liability companies) and 1994 c 211 s 105;

(15) RCW 25.15.355 (Service of process on registered foreign limited liability companies) and 1994 c 211 s 910; and

(16) RCW 25.15.360 (Service of process on unregistered foreign limited liability companies) and 1994 c 211 s 911.

PART 3

MISCELLANEOUS PROVISIONS

1 NEW SECTION. **Sec. 77.** Sections 1 through 18 of this act
2 constitute a new chapter in Title 4 RCW.

3 NEW SECTION. **Sec. 78.** Captions and part headings used in this act
4 are not any part of the law.

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